

"This is a strong start to Peter's return to the red-and-blues."
— ComicBookResources.com

the AMAZING SPIDER-MAN



THE PARKER LUCK

SLOTT

**MARVEL
NOW!**

RAMOS

RAMOS
delgado



The AMAZING SPIDER-MAN

THE PARKER LUCK

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The AMAZING SPIDER-MAN

THE PARKER LUCK

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AN ALL-NEW CHAPTER IN A STORY 50-PLUS YEARS IN THE MAKING...

the AMAZING SPIDER-MAN IN *LUCKY TO BE ALIVE*

DAN SLOTT
WRITER

HUMBERTO RAMOS
PENCILER

VICTOR OLAZABA
INKER

EDGAR DELGADO
COLORS

WITH LOVE TO
STAN & STEVE

PRELUDE

THIRTEEN YEARS AGO...

...AT A SCIENCE EXHIBIT
DEMONSTRATING THE USE
OF RADIOACTIVE RAYS
IN THE LAB...

A STRAY SPIDER ACCIDENTALLY
ABSORBS A FANTASTIC AMOUNT
OF RADIOACTIVITY. THE DYING
INSECT, IN SUDDEN SHOCK...

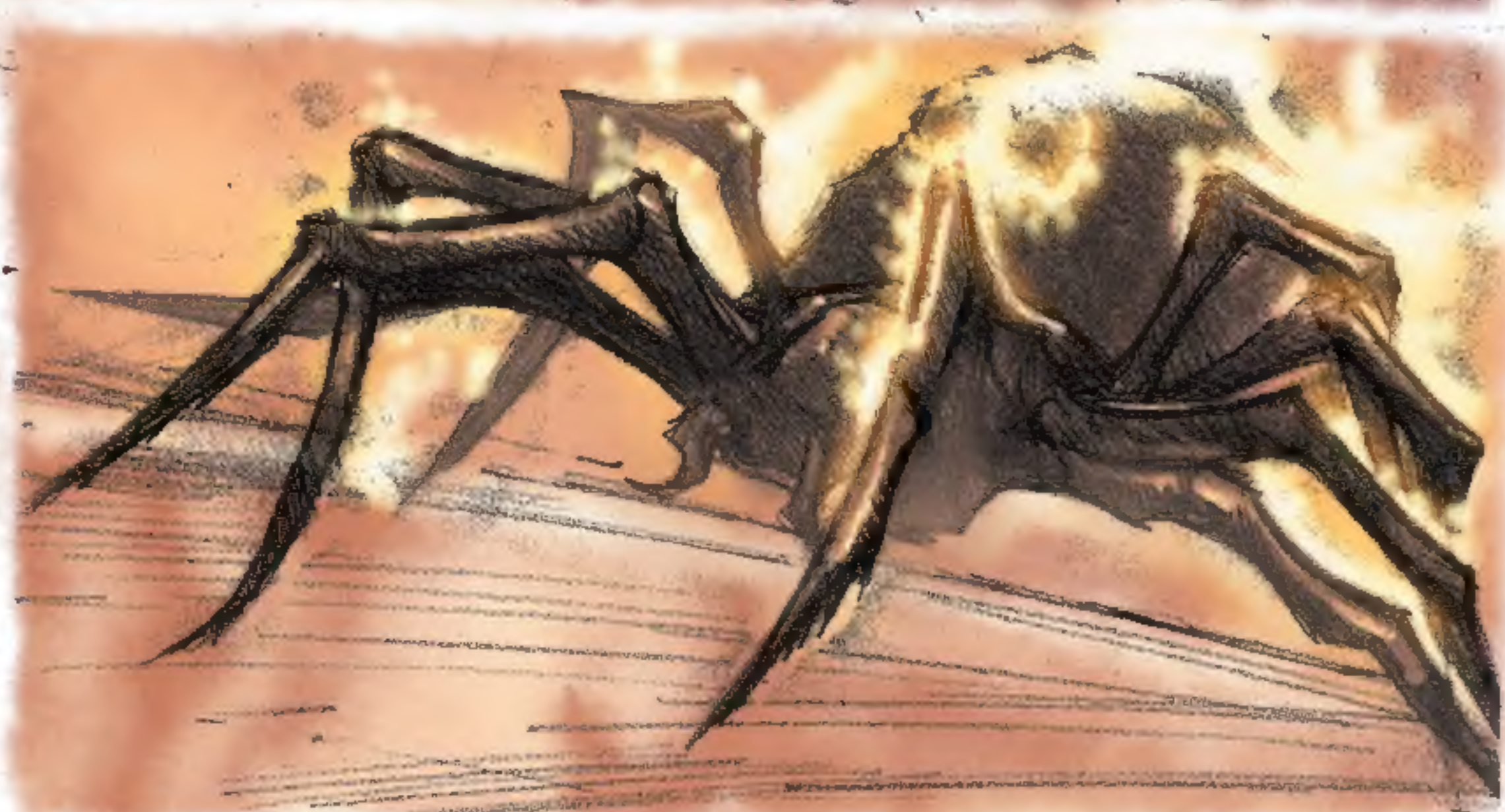
...BITES THE NEAREST
LIVING THING...

OW!

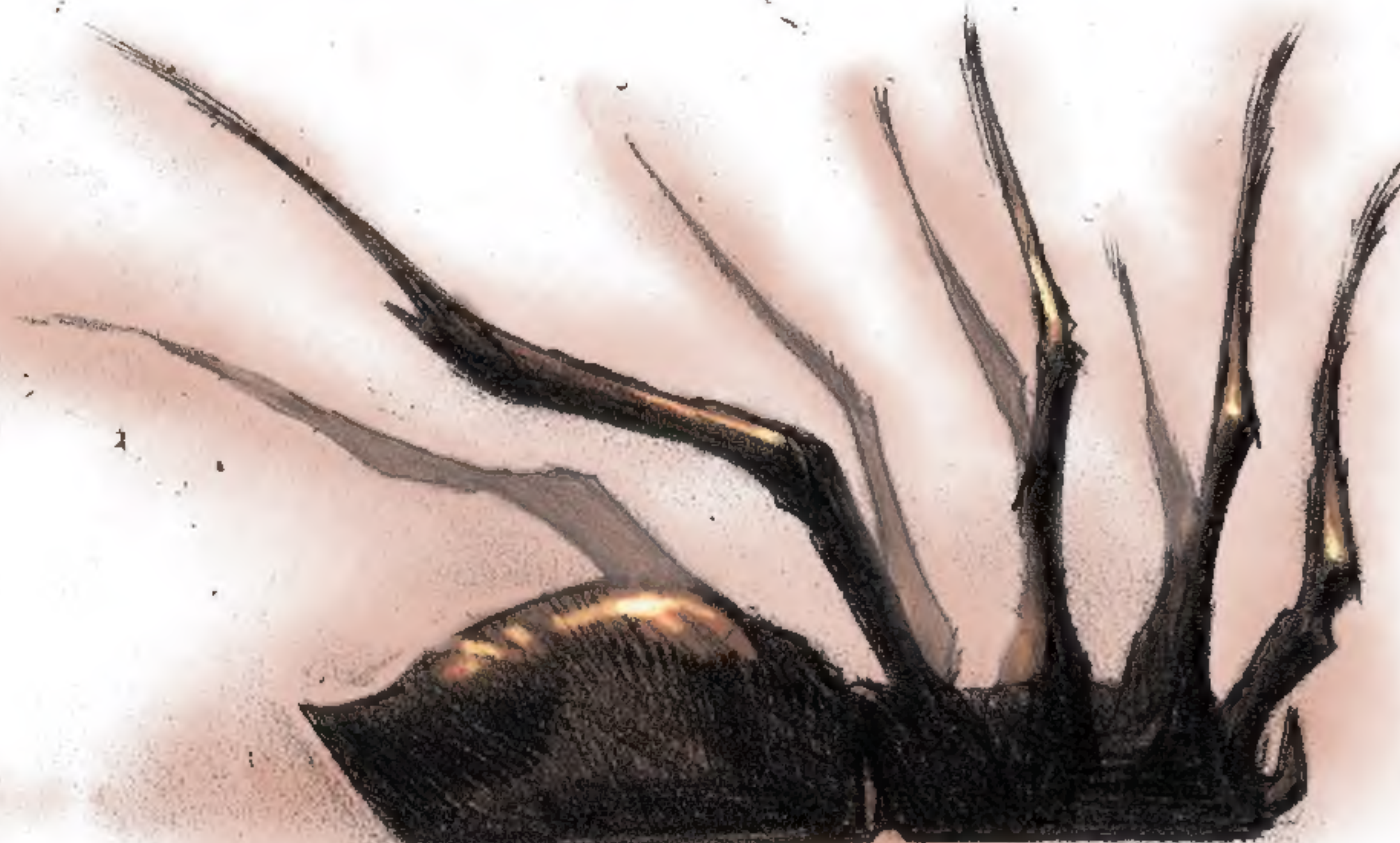
A--A SPIDER!
IT BIT ME! BUT
WHY IS IT BURNING
SO? WHY IS IT
GLOWING THAT
WAY?

...AT THE SPLIT SECOND
BEFORE LIFE EBBS FROM
ITS RADIOACTIVE BODY!

BUT THERE'S
SOMETHING YOU
SHOULD KNOW...



...A LOT CAN HAPPEN
IN A SPLIT SECOND.



Years ago, high school student PETER PARKER was bitten by a radioactive spider and gained the speed, agility, and proportional strength of a spider as well as the ability to stick to walls and a spider-sense that warned him of imminent danger. After learning that with great power there must also come great responsibility, he became the crime-fighting super hero...

the AMAZING SPIDER-MAN



After swapping his brain into Peter's body, one of Spider-Man's greatest enemies, **DOCTOR OCTOPUS**, set out to prove himself the **SUPERIOR SPIDER-MAN**. He also completed Peter's PhD, fell in love with a woman named Anna Maria Marconi, and started his own company, "Parker Industries." But in the end Doc Ock realized that in order to be a true hero, he had to sacrifice himself.

Now, Peter Parker is back! He has a new lease on life and absolutely no idea what went on while he was gone.

NOW...
AT 49TH STREET
& 6TH AVENUE.

OUT OF THE
WAY, PEONS! THE
MENAGERIE'S
COMING
THROUGH!

I GOT CROWD
CONTROL. HIPPO!
PANDA! BLOCK THE
STREET. DON'T
WANT THE COPS
FOLLOWING.

YOU
GOT IT,
BOSS.

**PEW
PEW**

UM...

ME AND MY
KID, WE'RE NEW
TO THE CITY,
SO I GOTTA
ASK...

...IS THIS
AN EASTER
THING?

OR MAYBE
A LATE APRIL
FOOL'S GAG,
OR--

OUTTA
THE WAY!

IT'S MORE
SUPER-FREAKS
ATTACKING!

HEY! WATCH
IT! I GOT A
CHILD HERE!

NO!
LOIS!

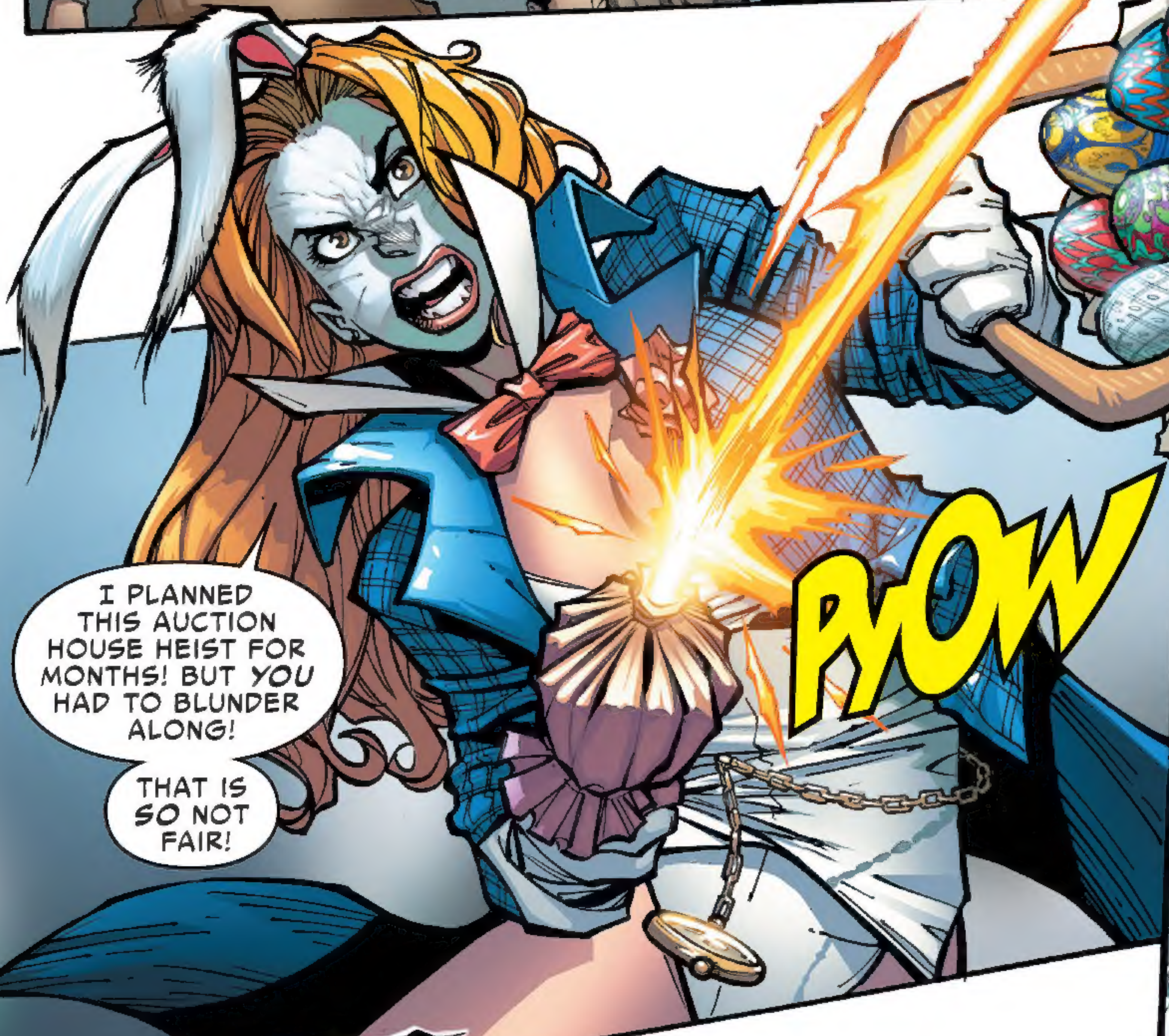


GOTCHA.

NO SQUISHED BABIES. NOT ON MY FIRST DAY BACK.



SPIDER-MAN? CAN'T BELIEVE YOU'RE STILL ON MY TAIL.



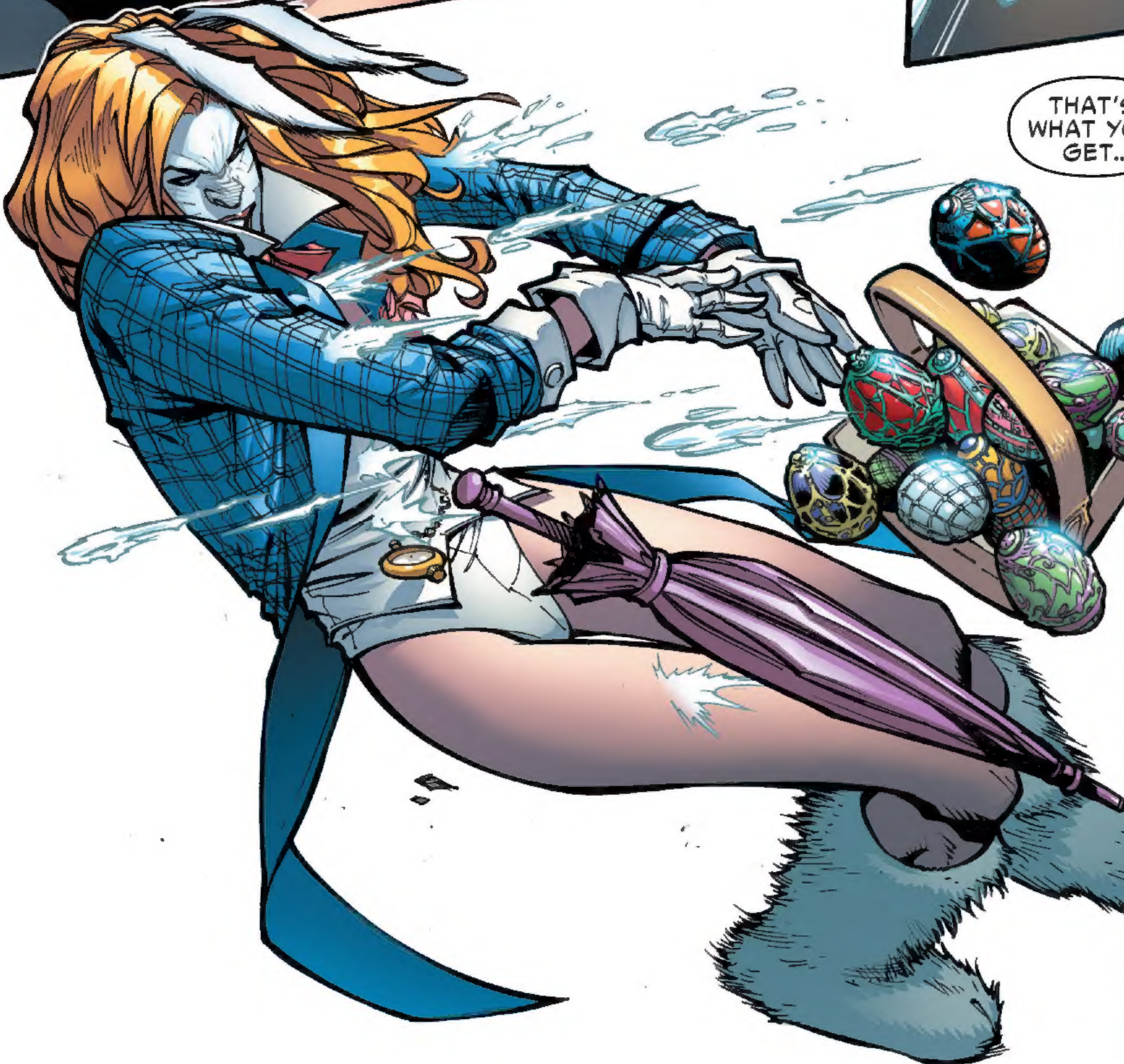
I PLANNED THIS AUCTION HOUSE HEIST FOR MONTHS! BUT YOU HAD TO BLUNDER ALONG!

THAT IS SO NOT FAIR!



SILLY RABBIT.

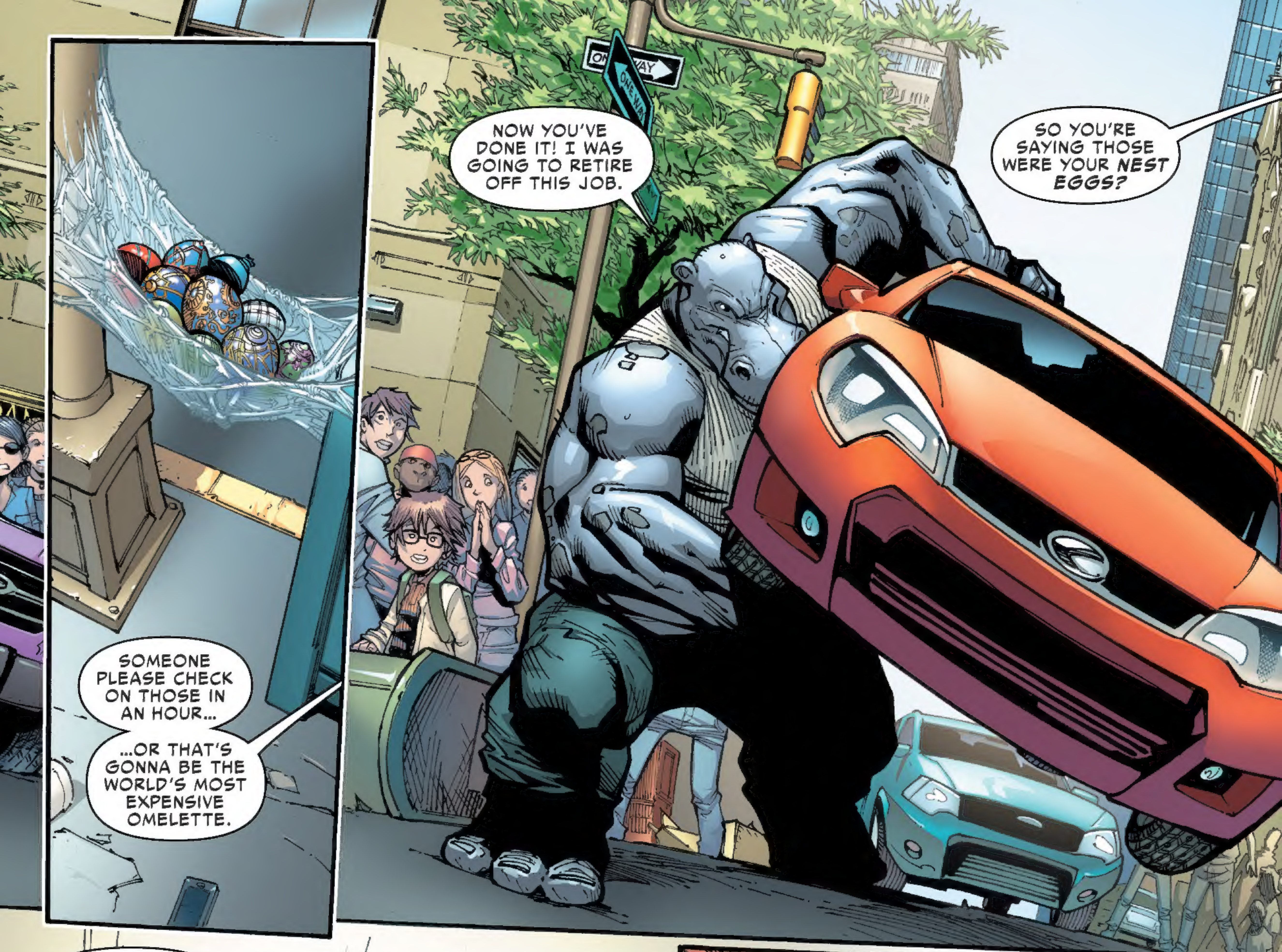
THWOP
THWOP
THWOP



THAT'S WHAT YOU GET...

...FOR PUTTING ALL YOUR FABERGÉ EGGS IN ONE BASKET.







EWWW!

OKAY. THIS IS EXACTLY AS BAD AS IT LOOKS.

EWWW!

EWWW!

WOO!

KLIK

**FOUR HOURS
EARLIER.**
AT PARKER INDUSTRIES
ON PIER 64.

THE REPORTS
OF MY DEATH WERE
GREATLY EXAGGERATED.
HI, I'M PETER PARKER.
AND I'M BACK!

ALL OF US
HERE ARE OKAY AND
READY TO GO BACK
TO WORK.

THE ONLY
REAL DAMAGE
WE TOOK WAS TO
OUR LOGO. TRUST
ME. IT'S BUSINESS
AS USUAL HERE
AT "ARKER
INDUSTRIES."

WE JUST
HAD A BIG "P"
BREAK.

WOW.
TOUGH
ROOM.

NATALIE
LONG FROM
THE FACT
CHANNEL.

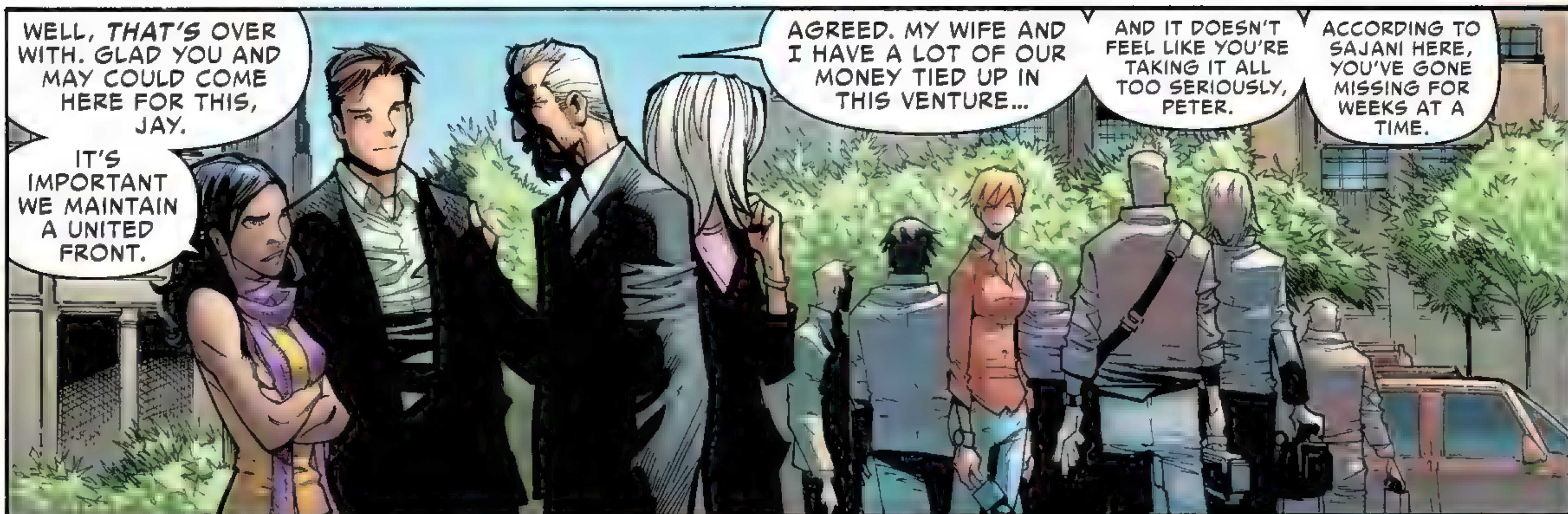
MR. PARKER,
IS IT TRUE THE
GOBLIN TARGETED
YOU BECAUSE OF
YOUR CONNECTION
WITH SPIDER-
MAN?

YES. IT'S WELL
KNOWN THAT FOR
YEARS I'VE DESIGNED
TECH FOR SPIDER-
MAN. BUT DUE TO
THIS--

--AND SIMILAR
INCIDENTS IN THE
PAST, I'VE PROMISED
MY TOP INVESTORS
HERE THAT I'D SEVER
ALL TIES WITH
SPIDEY.

FROM NOW ON
THE WEB-SPINNER
WILL HAVE TO GO
SOMEWHERE ELSE
FOR HIS WEB-
FLUID.

FINALLY. THANK
GOODNESS.



WELL, THAT'S OVER WITH. GLAD YOU AND MAY COULD COME HERE FOR THIS, JAY.

IT'S IMPORTANT WE MAINTAIN A UNITED FRONT.

AGREED. MY WIFE AND I HAVE A LOT OF OUR MONEY TIED UP IN THIS VENTURE...

AND IT DOESN'T FEEL LIKE YOU'RE TAKING IT ALL TOO SERIOUSLY, PETER.

ACCORDING TO SAJANI HERE, YOU'VE GONE MISSING FOR WEEKS AT A TIME.



THAT...SURE SOUNDS LIKE ME.

PETER, WHERE HAVE YOU BEEN RUNNING OFF TO?

WHAT COULD BE MORE IMPORTANT THAN YOUR OWN COMPANY?

WHAT AM I SUPPOSED TO TELL YOU, JAY? OR AUNT MAY FOR THAT MATTER?



THAT DOC OCK SWAPPED BRAINS WITH ME FOR THE PAST FEW MONTHS?!

HECK, I ONLY FOUND OUT A FEW HOURS AGO THAT I OWN THIS COMPANY.

I'M STILL SKETCHY ON EVERYTHING OCK'S DONE IN MY NAME.



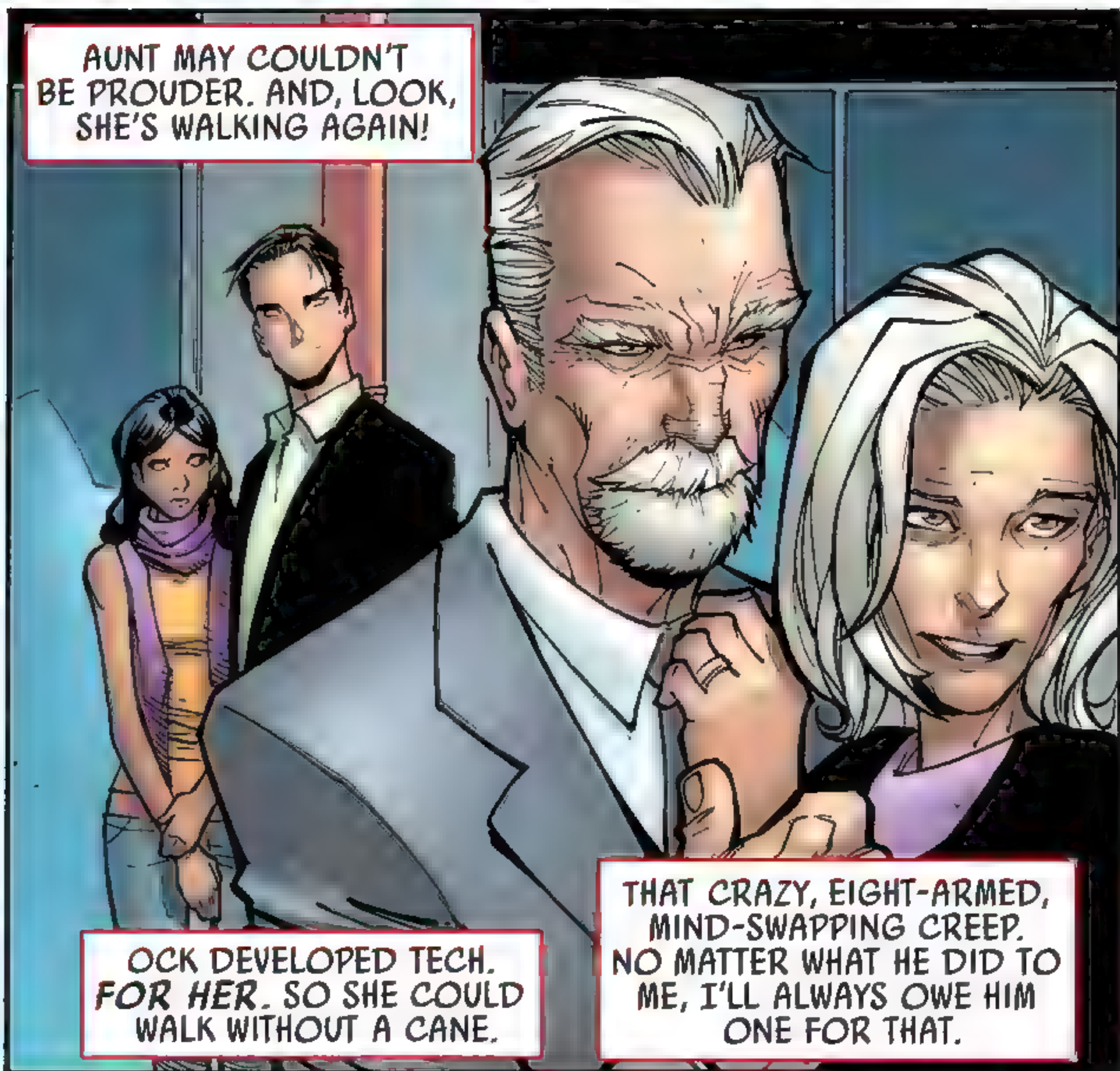
JAY, I CAN PROMISE YOU FROM NOW ON, THIS PLACE WILL BE MY TOP PRIORITY.

I CAN VOUCH FOR MY BUSINESS PARTNER. HIS DAYS OF DISAPPEARING ARE OVER.

BECAUSE IF YOU DO ANYTHING LIKE THAT AGAIN. I. WILL. KILL. YOU.

YEAH. WHAT SHE SAID.

STILL, THERE ARE PLENTY OF SILVER LININGS HERE. I WOKE UP A C.E.O. OF MY OWN COMPANY.



AUNT MAY COULDN'T BE PROUDER. AND, LOOK, SHE'S WALKING AGAIN!

OCK DEVELOPED TECH. FOR HER. SO SHE COULD WALK WITHOUT A CANE.

THAT CRAZY, EIGHT-ARMED, MIND-SWAPPING CREEP. NO MATTER WHAT HE DID TO ME, I'LL ALWAYS OWE HIM ONE FOR THAT.

I JUST HOPE THAT'S THE
LAST OF THE "SURPRISES"
HE'S LEFT FOR ME.

PETER?

ARE YOU HERE?
SPIDER-MAN SAID
YOU WERE ALIVE!
PETER?

THE SUPER
GAVE ME THE
SPARE KEY--WE'RE
PROBABLY GOING
TO HAVE TO GET
THE LOCKS
CHANGED...

TRIBECA.

PETER PARKER AND
ANNA MARIA MARCONI'S
APARTMENT.

GREAT. THIS IS
WHAT I GET FOR
BEING KIDNAPPED
BY GOBLINS AND
LOSING MY
PURSE.

I'LL HAVE TO
REPLACE MY
DRIVER'S LICENSE.
CANCEL CREDIT
CARDS. GET A
NEW CELL
PHONE. UGH.

WELL, IF
YOU'RE NOT
HERE, WHERE
WOULD YOU...?
AH.

HI, PARKER
INDUSTRIES? OH.
HEY, JENEIL.
IT'S ANNA MARIA.
IS PETE
THERE?

HE IS?!
I'LL BE RIGHT
OVER!

SHOULD PROBABLY
CHANGE, BUT--NAH.
LATER.

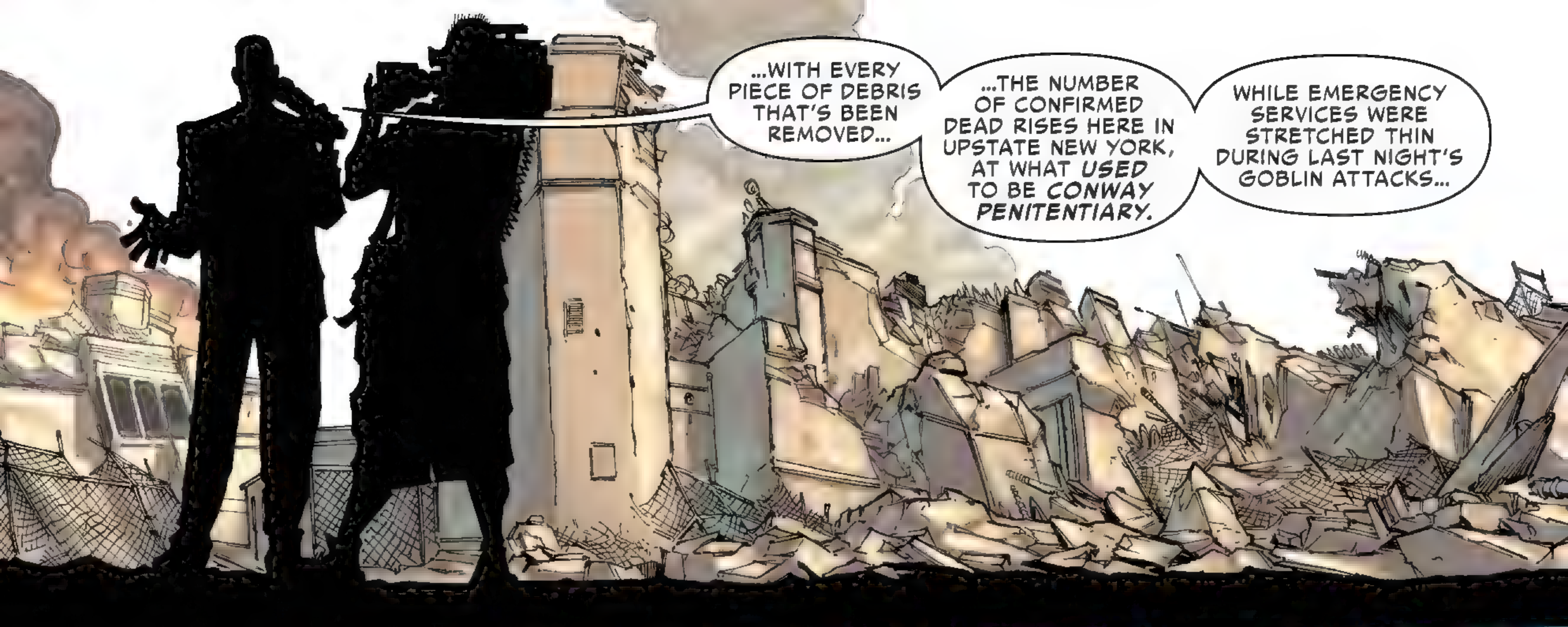
FIRST,
PETE.

HANG ON,
SLICK. I'M
COMING.

NOW WHERE
ARE THOSE
SPARE
CAR...

...KEYS?

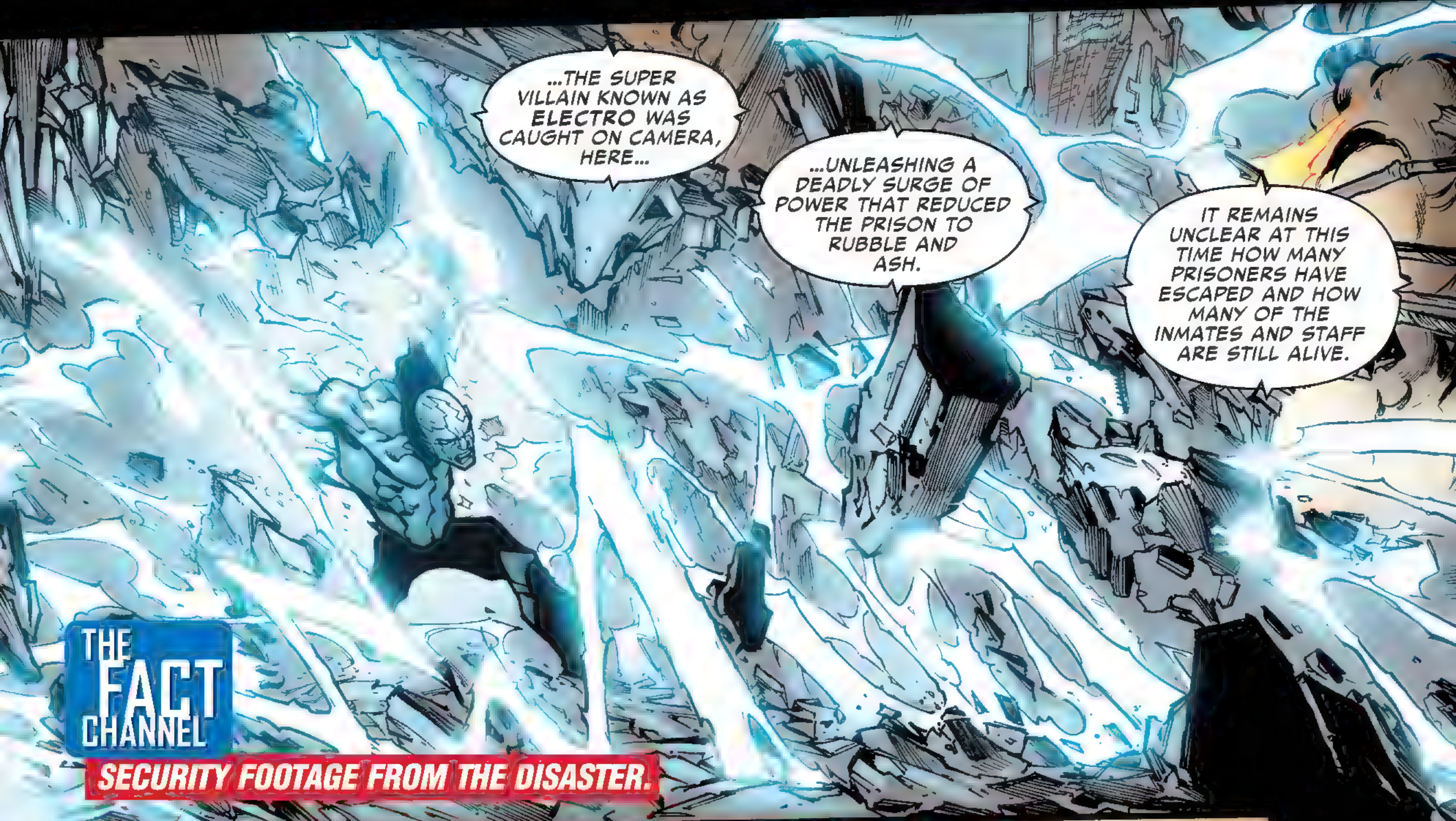
"THERE IS NO WAY THIS
IS GOING TO END WELL..."



...WITH EVERY
PIECE OF DEBRIS
THAT'S BEEN
REMOVED...

...THE NUMBER
OF CONFIRMED
DEAD RISES HERE IN
UPSTATE NEW YORK,
AT WHAT USED
TO BE CONWAY
PENITENTIARY.

WHILE EMERGENCY
SERVICES WERE
STRETCHED THIN
DURING LAST NIGHT'S
GOBLIN ATTACKS...



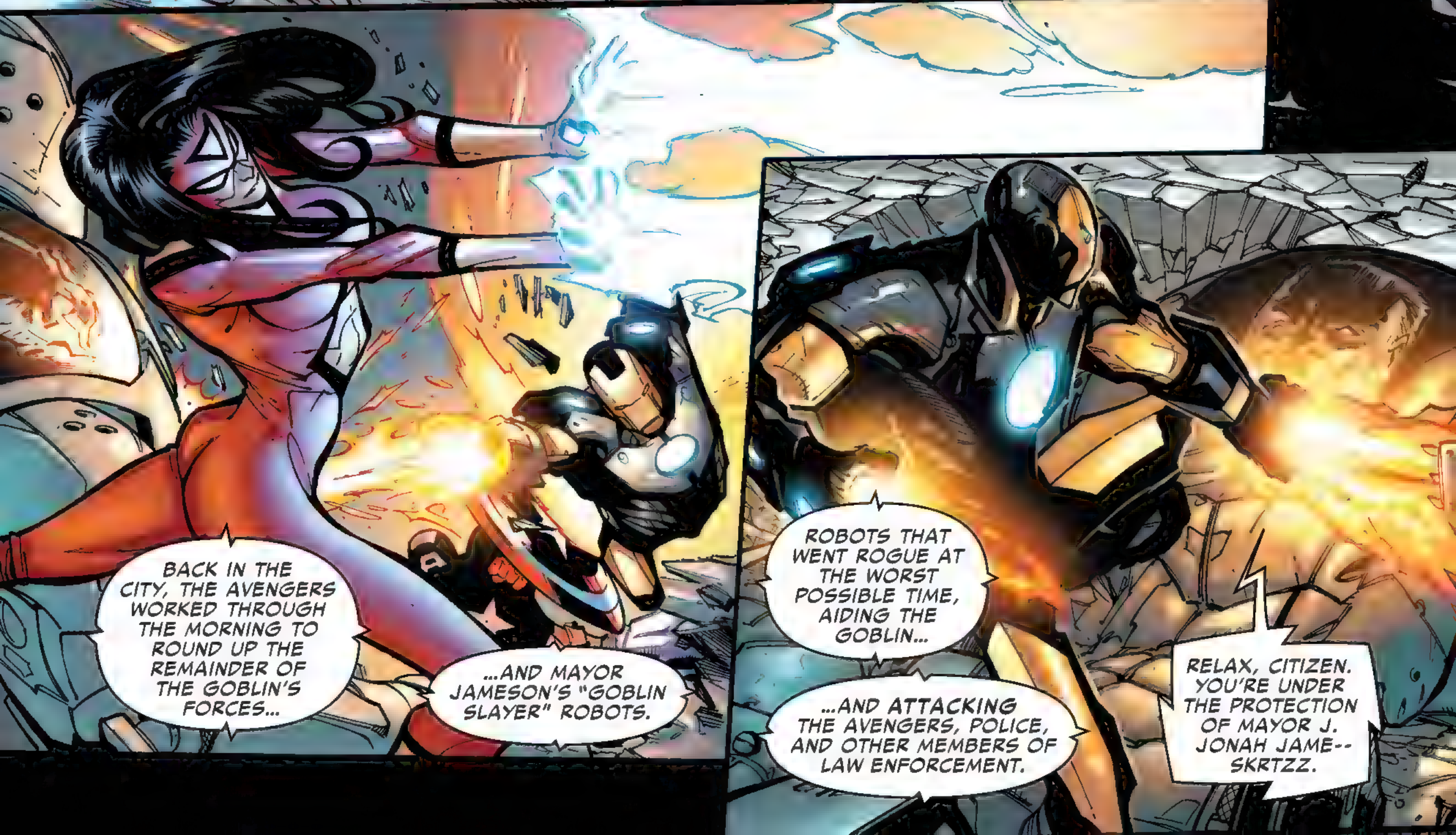
...THE SUPER
VILLAIN KNOWN AS
ELECTRO WAS
CAUGHT ON CAMERA,
HERE...

...UNLEASHING A
DEADLY SURGE OF
POWER THAT REDUCED
THE PRISON TO
RUBBLE AND
ASH.

IT REMAINS
UNCLEAR AT THIS
TIME HOW MANY
PRISONERS HAVE
ESCAPED AND HOW
MANY OF THE
INMATES AND STAFF
ARE STILL ALIVE.

THE
FACT
CHANNEL

SECURITY FOOTAGE FROM THE DISASTER.



BACK IN THE
CITY, THE AVENGERS
WORKED THROUGH
THE MORNING TO
ROUND UP THE
REMAINDER OF
THE GOBLIN'S
FORCES...

...AND MAYOR
JAMESON'S "GOBLIN
SLAYER" ROBOTS.

ROBOTS THAT
WENT ROGUE AT
THE WORST
POSSIBLE TIME,
AIDING THE
GOBLIN...

...AND ATTACKING
THE AVENGERS, POLICE,
AND OTHER MEMBERS OF
LAW ENFORCEMENT.

RELAX, CITIZEN.
YOU'RE UNDER
THE PROTECTION
OF MAYOR J.
JONAH JAME--
SKRTZZ.

UNDER INTENSE SCRUTINY AND PLUMMETING APPROVAL RATINGS, MAYOR JAMESON ANNOUNCED HIS IMMEDIATE RESIGNATION, SAYING THIS AT A PRESS CONFERENCE EARLIER TODAY.



CITY HALL.

I REGRET NOTHING! NOT ONE DAMN THING!

BUT IF YOU PRATTLING PARASITES NEED A PATSY TO PIN THIS FIASCO ON? FINE!

I QUIT! YOU HEAR ME?!

5 CHANNEL BREAKING MAYOR J. JONAH JAMESON RESIGNS.



I QUI--



I'M DONE.

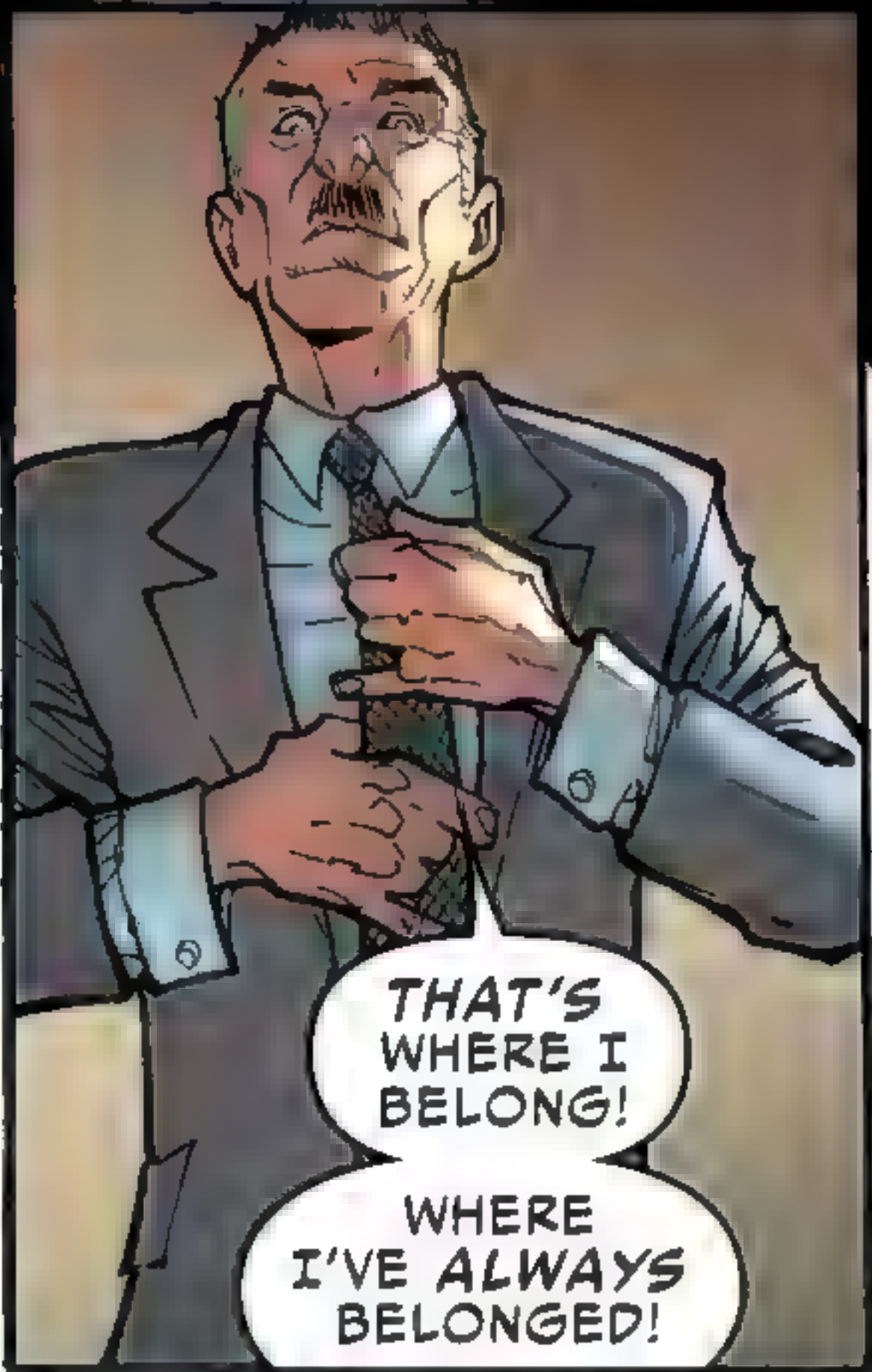
FINISHED.

THERE'S NO COMING BACK FROM THIS. NOWHERE TO GO BUT--



THE BUGLE!

OF COURSE!



THAT'S WHERE I BELONG!

WHERE I'VE ALWAYS BELONGED!



YES! THE PROUD PATRIARCH RETURNS...



...TO THE PRESS HE FORGED! AND HIS PEOPLE WILL WELCOME HIM WITH--



WHAT THE--?!



WHY THOSE BACK-STABBING, BLOOD SUCKERS!

THAT'S IT! THEY'RE DEAD TO ME! ALL OF 'EM! DEAD!

DAILY BUGLE
MAYOR NO MORE
JAMESON LEAVES THE OFFICE IN DISGRACE

I'M DEAD. I AM SO DEAD.

YES, TECHNICALLY, I'M ALIVE. AGAIN.

BUT BUSINESS-WISE? JUST DIG A HOLE AND SHOVE PARKER INDUSTRIES IN IT.

I'M CONFUSED. THIS IS OUR BIG ROLLOUT PROJECT...?

YES. WE'VE GONE OVER THIS A MILLION TIMES, PARKER.

NANO-TECH, CYBERNETIC ROBOTS. OF YOUR OWN DESIGN. WE'LL MAKE BILLIONS.

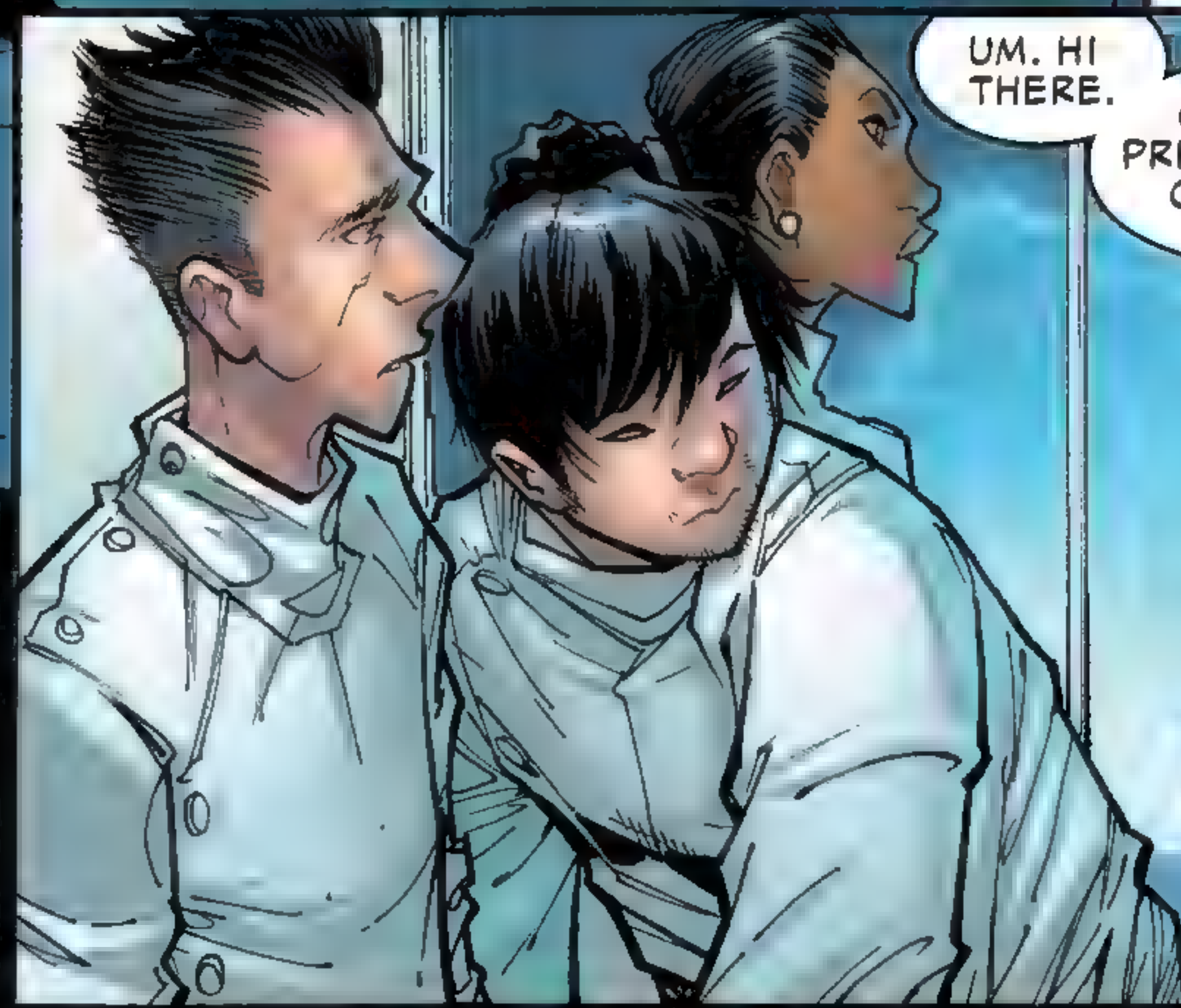
BUT THEY'VE DEVELOPED A NEW FLAW. YOU WILL HAVE TO GO IN AND FIX THEM.

I HAVE NO CLUE WHAT I'M LOOKING AT. OTTO OCTAVIUS WAS THE MASTER CYBERNETICIST. NOT ME.

IF ONLY THERE WAS A WAY TO ACCESS HIS MEMOR--



STOP. NO. NOT EVEN GOING TO THINK OF THAT. EVEN FOR A MOMENT. EVER AGAIN. FULL STOP.



UM. HI THERE.

COULD SOMEONE PRINT ME OUT A COPY OF ALL OF THESE SPECS?

I'D LIKE TO GO OVER THIS LATER TONIGHT.



I MEAN, C'MON, I AM A GENIUS. I'M SURE I CAN FIGURE THIS OUT.



OH, DEAR GOD. HE WAS TALKING TO US.

DO SOMETHING.

YES, SIR, DR. PARKER! RIGHT AWAY! ON THE DOUBLE!



ALL THE EMPLOYEES...

...THEY'RE TERRIFIED OF ME.

I KNOW. ISN'T IT GREAT?

BUT DON'T BOTHER WITH THAT NOW.

YOU HAVE SOMETHING IMPORTANT TO DO FIRST IN YOUR LAB.

IN MY LAB.

YES. AND QUIT DOING THAT. THE REPEATING THING.

FIRST, YOU HAVE TO GET RID OF ALL YOUR SPIDER-MAN RELATED PROJECTS.

SINCE WE'RE NO LONGER IN BUSINESS WITH HIM ANYMORE. RIGHT?

DON'T WORRY, YOUR ROBOT BUTLER WILL PITCH IN.

WHIRR--KLIK-IK--
GREETINGS, DOCTOR.

MY ROBOT BUTLER.

SERIOUSLY. STOP THAT.

SO...ALL OF THIS HAS TO GO?

EVERY LAST BIT OF IT. PARKER INDUSTRIES IS GOING SPIDER-FREE.



WELL, FIRST OFF...

...YOU CAN STOP CALLING ME "DOCTOR," BECAUSE I AM NOT A...





YES!

THIS IS WHAT
BEING SPIDER-MAN
IS ALL ABOUT!

SWINGING THROUGH
THE SKY--A *NEW YORK*
SKY--PATROLLING
THE CITY.

EVERY MOMENT A
CHANCE TO MAKE
A DIFFERENCE. TO
FIGHT THE GOOD
FIGHT.

I'VE
MISSED
THIS!

AND I SWEAR,
I AM NEVER
GOING TO TAKE
IT FOR GRANTED
AGAIN!

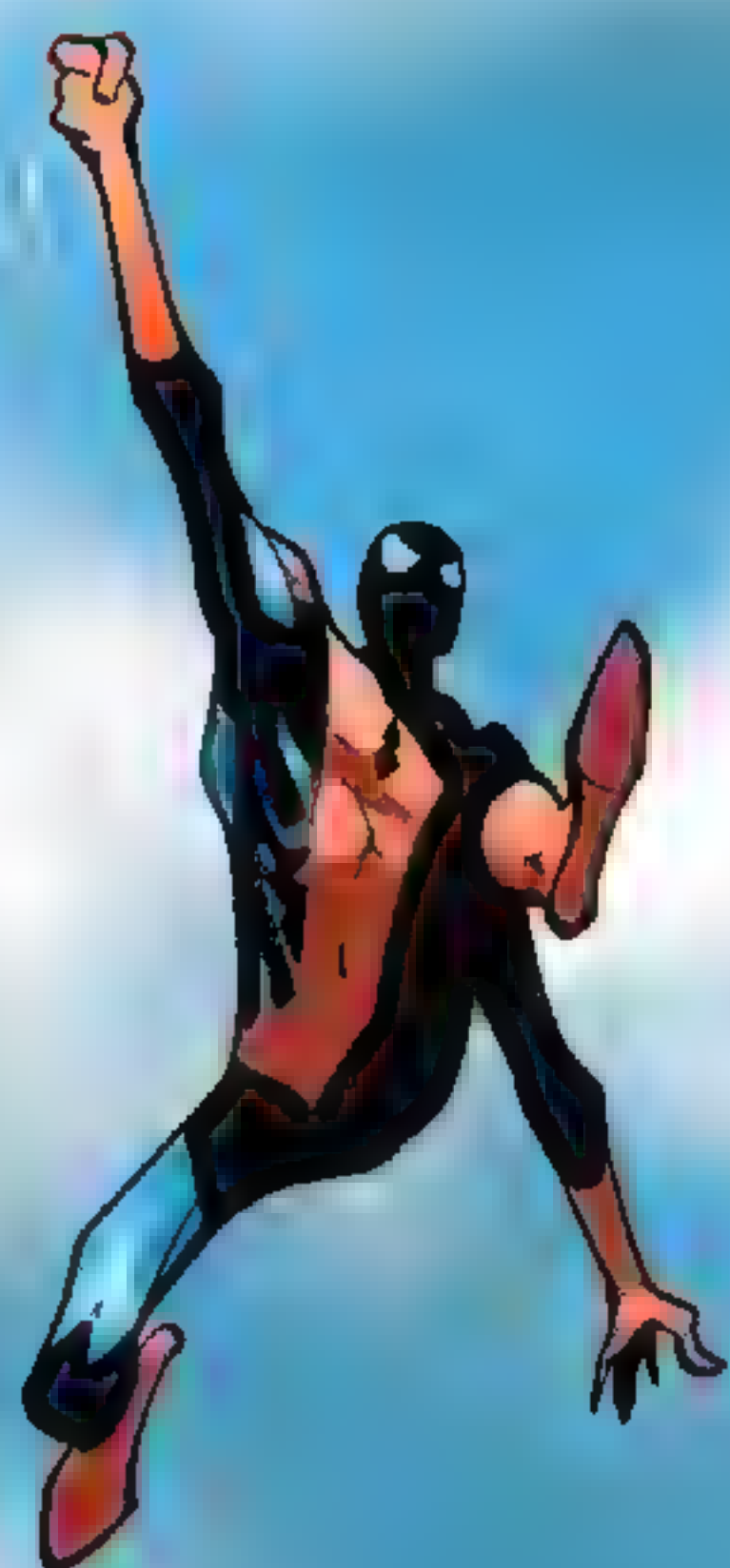
HEY, IT'S
THAT SPIDER-
MAN GUY.

YEP! THAT'S
ME! YOUR FRIENDLY
NEIGHBORHOOD--

CREEP!
GET LOST,
YOU FREAKIN'
JACK-BOOTED
THUG!

RIIIIIIGHT...

SO NOT EXACTLY
BACK TO SQUARE
ONE HERE.



GUESS OCK DIDN'T
ENDEAR HIMSELF TO
THE CITIZENS OF MY
FAIR CITY. OR THE
COPS. OR THE
AVENGERS.

BUT THAT'S FINE.
I GOT THIS.

IT'S A DO-OVER. NEW
LEASE ON LIFE. SECOND
CHANCE. I'M GONNA
MAKE THIS WORK.

THEY'LL ALL SEE. JUST
GOTTA GET INTO THE
SWING OF THINGS. STOP
A FEW CROOKS FROM
COMMITTING SOME
CRIMES, AND EVERYTHING
WILL GO BACK TO--

CLANG-A-LANG-A-LANG

ALARM BELLS!
RIGHT ON CUE!
MUSIC TO MY
ARACHNOID
EARS.

SEE? I'M
BEGINNING TO
THINK SOMEBODY
UP THERE LIKES
ME.

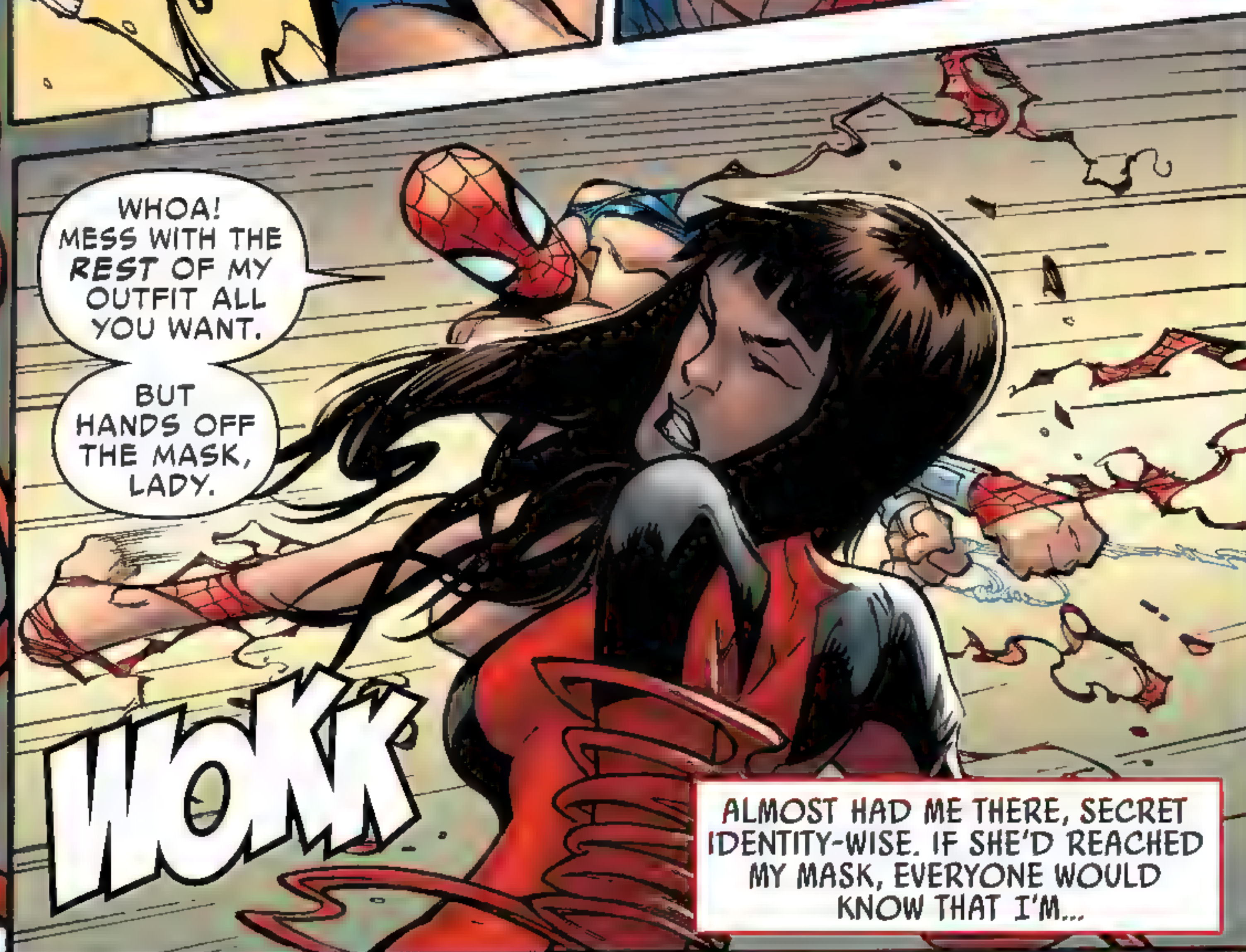
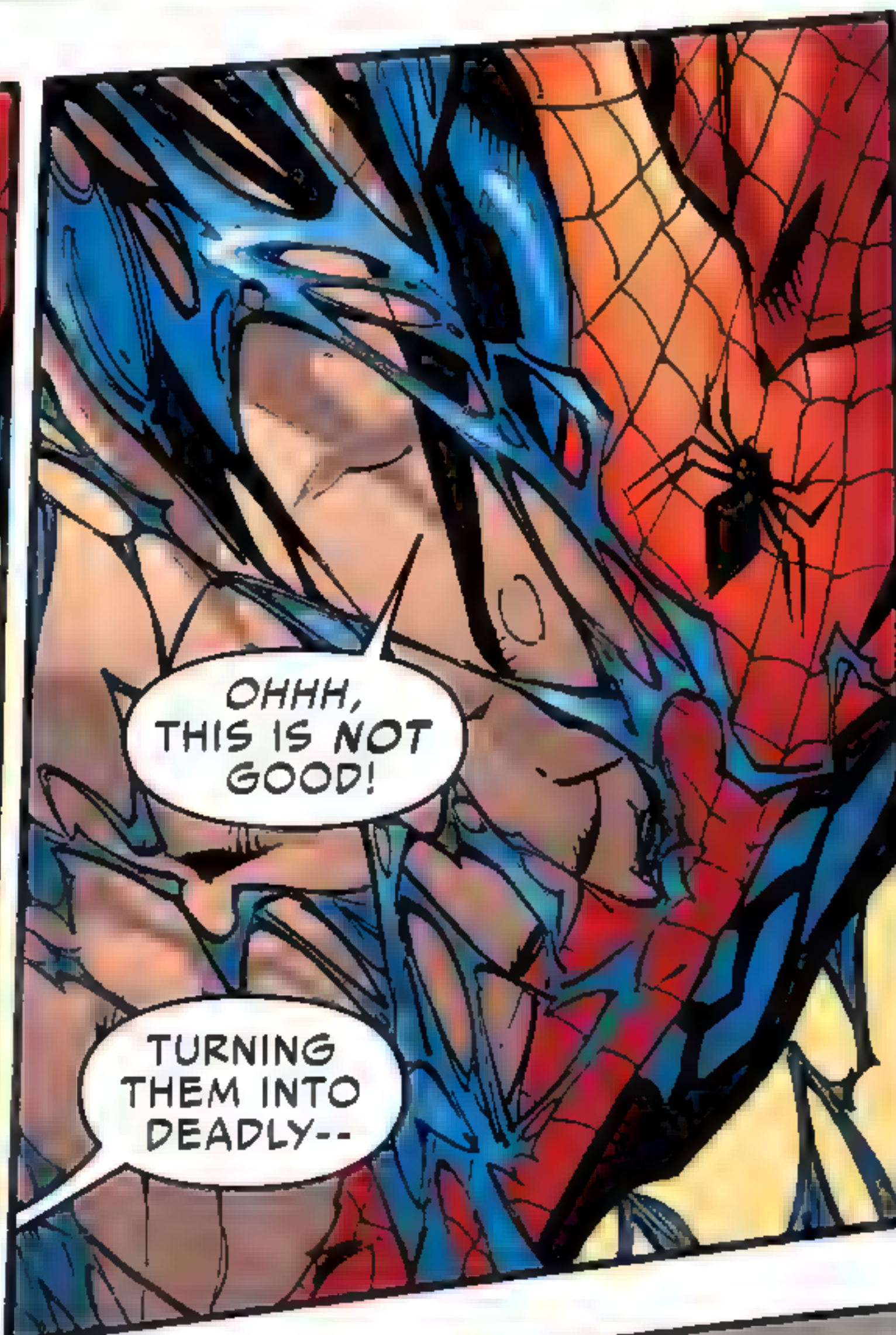
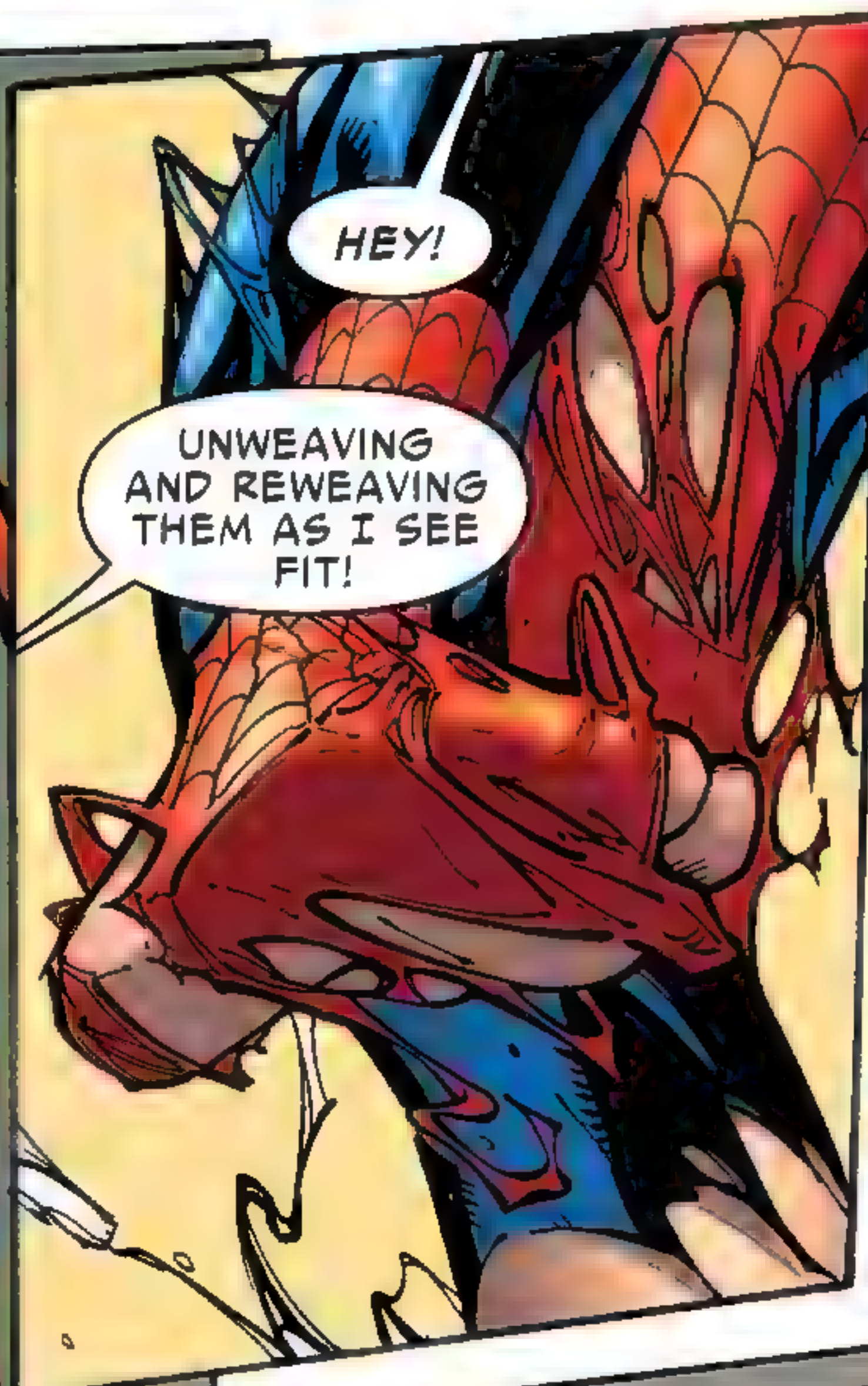
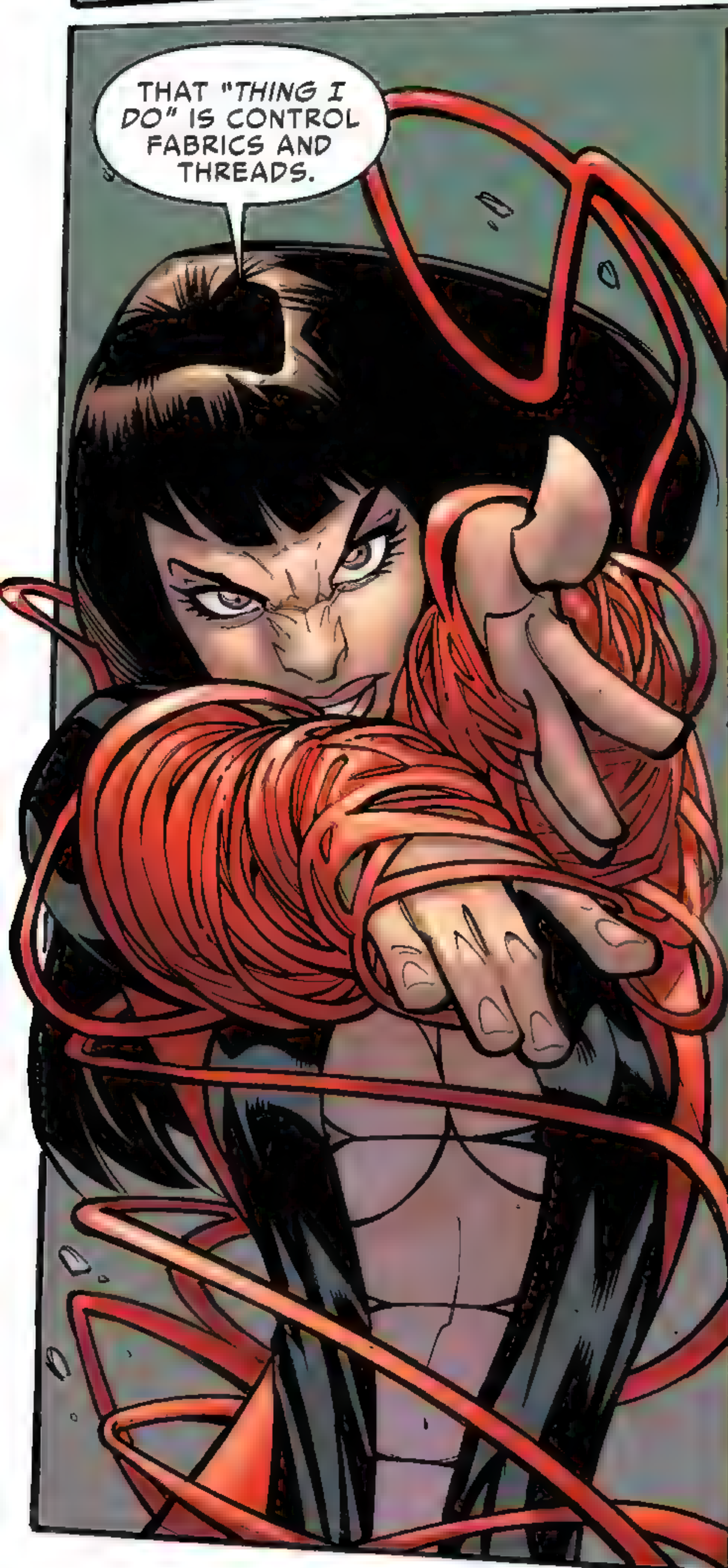
SCORE! NOW
JUST LIKE WE
PLANNED.

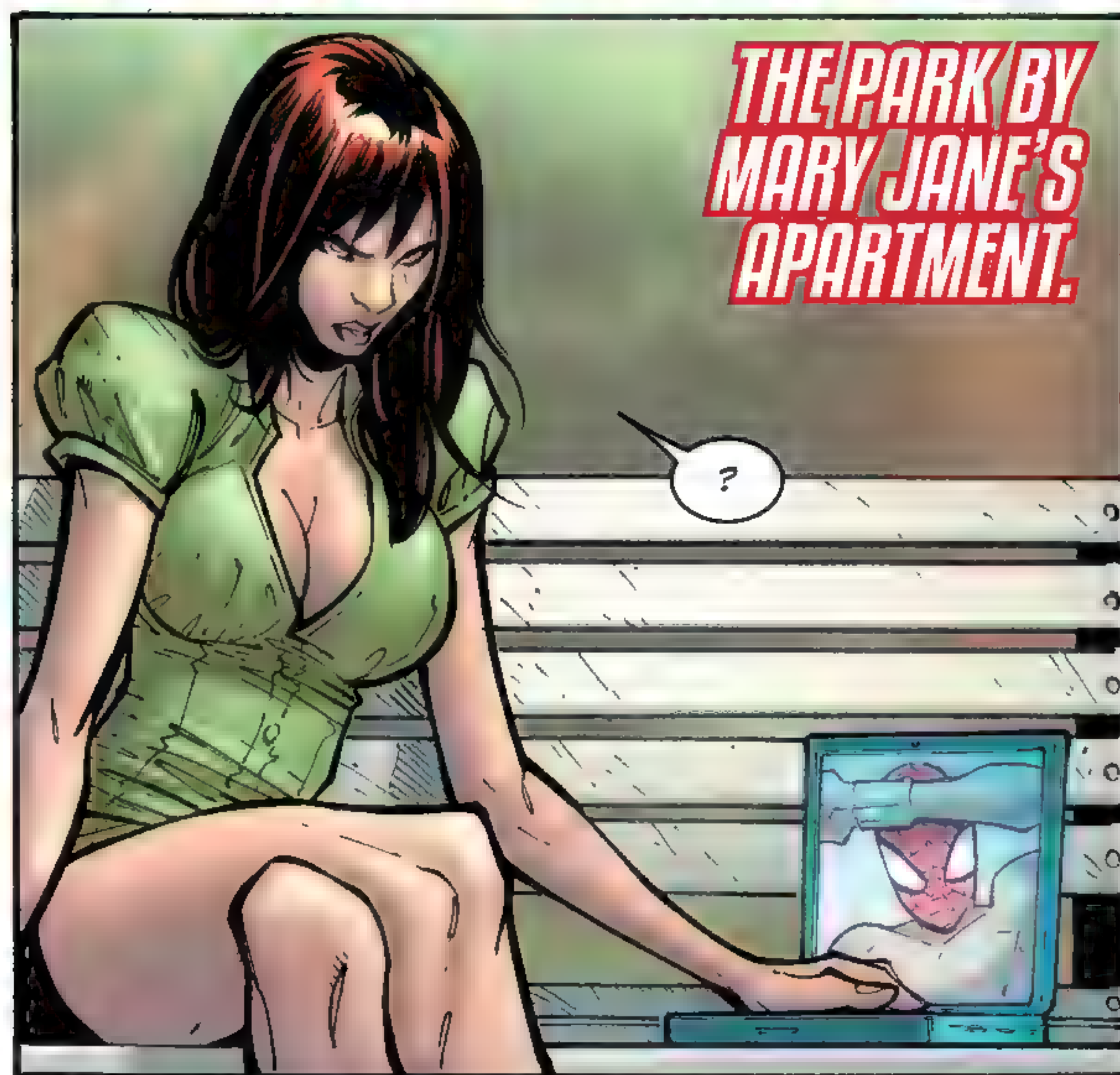
HIPPO, PANDA-
MANIA, GUARD OUR
FLANK. GYPSY MOTH,
I NEED YOU TO--

IT'S "SKEIN."
I DON'T GO BY
GYPSY MOTH
ANYMORE.

WE TALKED
ABOUT THIS. WE'RE
"THE MENAGERIE."
WHITE RABBIT. HIPPO.
PANDA. MOTH. IT'S
AN ANIMAL MOTIF.

WHO CARES?
WE GOT A ZILLION
DOLLARS IN STOLEN
ANTIQUES. WHO NEEDS
A "MOTIF"?





AAAND WE'RE BACK, FULL CIRCLE!
AT 49TH STREET & 6TH AVENUE

SO THAT'S
SKEIN, WHITE
RABBIT...

KRAK!

...AND HIPPO
DEALT WITH. YOU'RE
ALL THAT'S LEFT,
MISS...?

UM, PANDA-
MANIA?
I'M...UH...
NEW.

THAT'S NICE.
WELCOME TO
THE CLUB.

HALF-NAKED
MAN IN A MASK
TYING UP A GIRL
IN A FUZZY
ANIMAL SUIT.

SHOULD THAT
KID BE WATCHING
THIS?

LADY, I
DON'T THINK
ANYONE SHOULD
BE WATCHING
THIS.

AHHH!

THAT'S
ENOUGH OF
THAT!

SORRY,
MA'AM?

PUT SOME
DARN CLOTHES
ON! WHO DO YOU
THINK YOU ARE?
MILEY CYRUS?!

SURE.
JUST ONE
SEC.

ANYONE HAVE
A PEN ON THEM? I
JUST HAVE TO LEAVE ONE
OF MY LITTLE NOTES.
Y'KNOW? "COURTESY
OF--"

WHAT
ARE YOU? A
FREAK?

JUST GET
OUT OF HERE
ALREADY!



SO NOT MY BEST DAY. BUT HERE'S THE THING...

...GOOD OR BAD, IT WAS MY DAY AGAIN.

AND IT HASN'T ALL BEEN BAD. SURE EVERYBODY'S TICKED OFF AT ME.



BUT, AS AUNT MAY WOULD SAY, "I'VE GOT MY HEALTH."

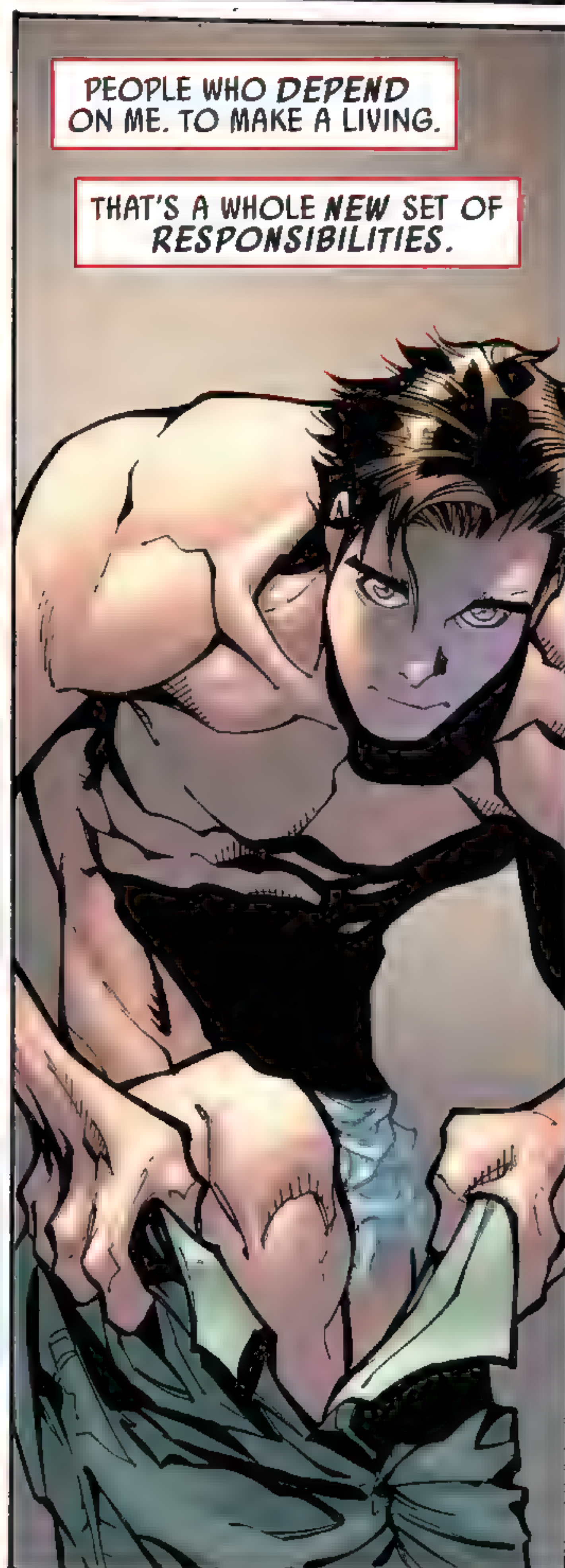
AND I STILL HAVE MY SWANKY APARTMENT.

AND THANKS TO DOC OCK, I'M NOW DR. PETER PARKER...



...THE OWNER AND FOUNDER OF PARKER INDUSTRIES.

I HAVE MY OWN COMPANY. AND EMPLOYEES!



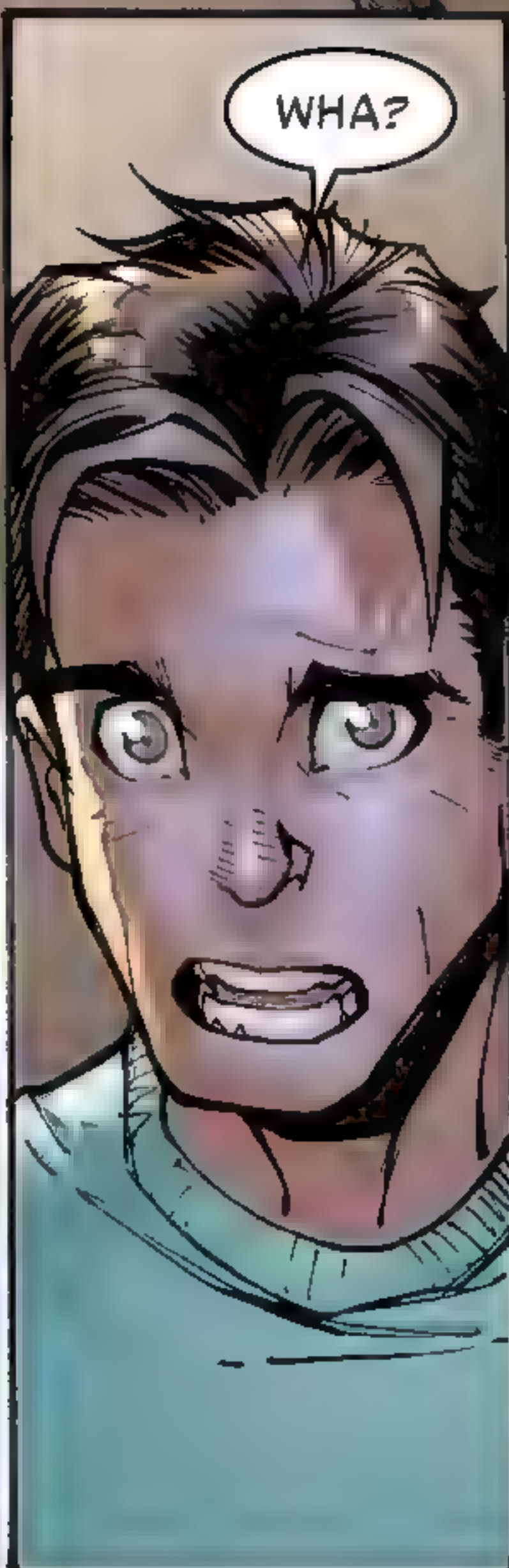
PEOPLE WHO *DEPEND* ON ME. TO MAKE A LIVING.

THAT'S A WHOLE NEW SET OF RESPONSIBILITIES.

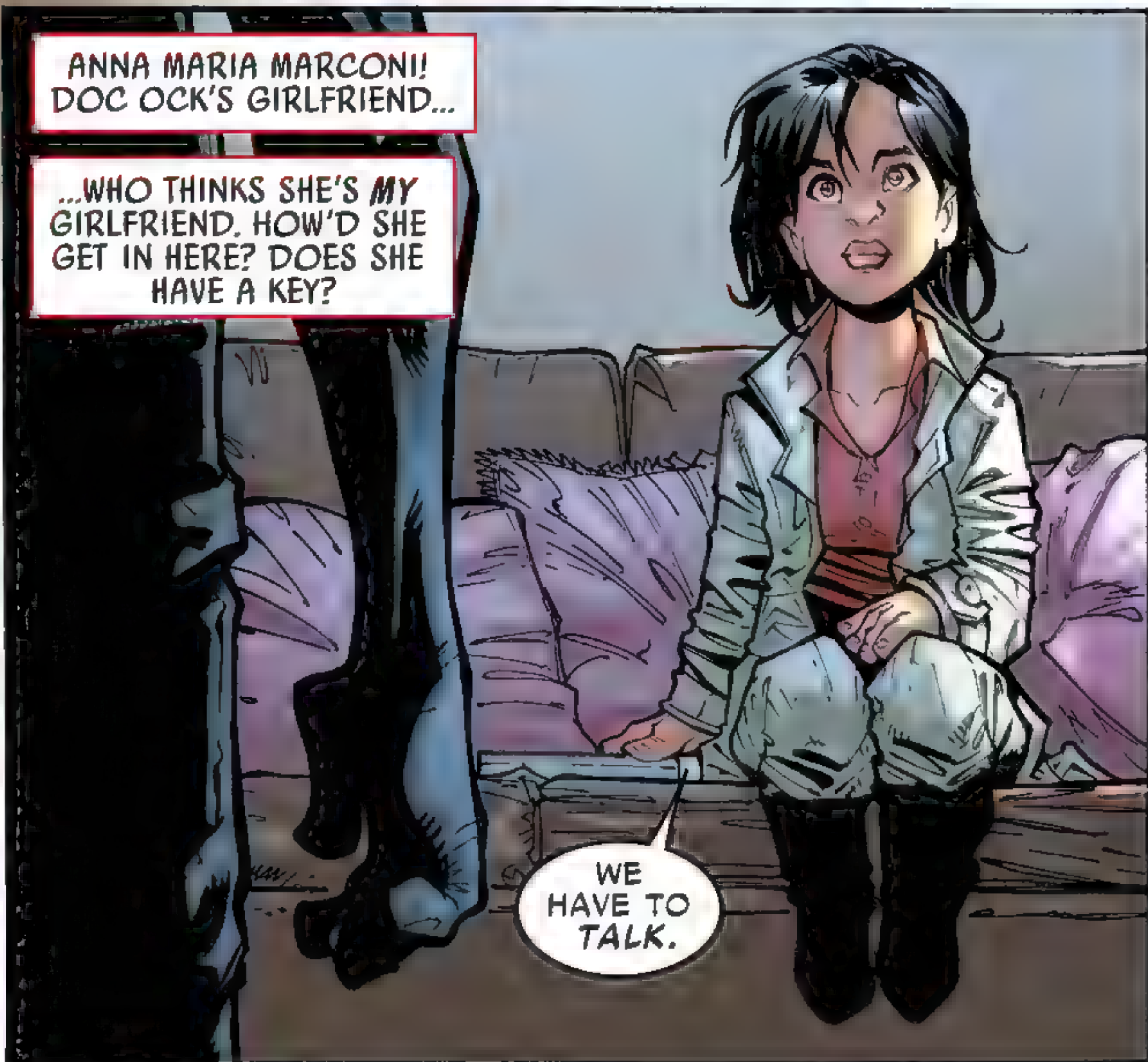


WELL, OTTO, YOU'VE DEFINITELY MADE MY LIFE *INTERESTING*, I'LL GIVE YOU THAT...

HEY, SLICK.



WHA?



ANNA MARIA MARCONI! DOC OCK'S GIRLFRIEND...

...WHO THINKS SHE'S *MY* GIRLFRIEND. HOW'D SHE GET IN HERE? DOES SHE HAVE A KEY?

WE HAVE TO TALK.

ARE THEY--
WE LIVING
TOGETHER?

AH. ANNA. YOU
MAY BE WONDERING
WHAT I WAS DOING
IN THE BEDROOM THIS
WHOLE TIME...

...AND WHY YOU
NEVER SAW ME COME
THROUGH THE FRONT
DOOR. I CAN
EXPLAIN...

THAT CAN
WAIT. BEFORE
YOU ASK ME
ANYTHING
ELSE...

...I NEED YOU
TO COME CLEAN
WITH ME, PETER.
I HAVE TO
KNOW...

...WHY
HAVEN'T YOU
EVER TOLD ME
YOU WERE
SPIDER-MAN?

WHAT? I
DON'T--

HEY! THAT
COULD BE
ANYBODY. LOOK,
HE'S STILL GOT
HIS MASK ON.

WHAT
MAKES
YOU THINK
THAT'S
ME?

THREE FRECKLES.
UNDER YOUR BELLY
BUTTON.

HOW WOULD
YOU KNOW WHAT
HE LOOKS LIKE...

AH.
BECAUSE
WE'VE--

WITHOUT
HIS CLOTHES
ON?

SEEN EACH
OTHER'S FRECKLES.
ALL OF 'EM.

SO? WHAT'VE
YOU GOT TO SAY
FOR YOURSELF...
SPIDEY?

UM...

ELECTRO IN RECAPTURING THAT OLD SPARK

DAN SLOTT & CHRISTOS GAGE WRITERS JAVIER RODRIGUEZ PENCILER ALVARO LOPEZ INKER JAVIER RODRIGUEZ COLORS



HEY, DEKE.
GIMME A SEVEN
AND SEVEN.

WHO'RE ALL THESE
LOSERS? THAT AIN'T
ANY MELTER I
EVER MET.

THEY'RE GUYS
THE HOBGOBLIN
SOLD COSTUMES
TO. ROOKIES. MOST
OF 'EM DON'T EVEN
HAVE THE COLORS
RIGHT.

A COUPLE NIGHTS AGO.
THE BAR WITH NO NAME.

SURE, WE'RE THE
LOSERS. 'CAUSE
ELECTRO'S GOT
A WINNING STREAK
A MILE LONG.

YO, REMEMBER
WHEN THOR SUCKED
HIM UP INTO HIS
HAMMER AND SHOT
HIM INTO SPACE?
HA HA HA!

PLEASE! YOU
HEAR THE
LATEST? THEY
SAY *SPIDEY* PUT
A CHIP IN HIS
HEAD OR
SOMETHIN'.

HAD HIM LEAPIN'
AND DANCIN' LIKE HE
WAS HIS TRAINED
MONKEY.

YEAH? I HEARD
THE PUNISHER
SMACKED HIM
AROUND. THE
PUNISHER! A
GUY WITHOUT
ANY FREAKIN'
POWERS!

EASY, MAX. YOU DON'T HAVE
TO SELL ME ON HOW NASTY
THE PUNISHER IS. HE BLEW UP
MY OLD JOINT. ALMOST PUT
ME OUTTA BUSINESS.

JUST LIKE HOW
I'D BE IF FOLKS
DIDN'T HONOR THE
"NO FIGHTING"
RULE.





SUBTLE, DEKE. OKAY. I CAN APPRECIATE TRADITION. UNLIKE THESE PUNKS.

NOOBS. THEY GOT THE ATTENTION SPAN OF SQUIRRELS. DON'T THEY KNOW YOU'RE THE GUY...



"...WHO BUSTED HUNDREDS OF BLACK MASKS OUT OF THE RAFT?"

IN THE CLASSIC NEW AVENGERS #11 - NICK



YEAH, THAT'S RIGHT! THIS MAN WENT A YEAR WITHOUT PAYING FOR A DRINK.

COUNT NEFARIA WAS BUYING HIM ROUNDS! CROSSBONES TOO! SHOW SOME RESPECT!



ALL RIGHT. NEXT ONE'S ON ME. ONLY FAIR, AFTER HE SERVED ALL OF THAT VINTAGE WHINE!

WANNA STEP OUTSIDE, WISE GUY?



IGNORE 'EM. DAMN PUNKS...

...WITH THEM IT'S ALL, "WHAT'VE YOU DONE FOR ME LATELY?"

WHAT *HAVE* I DONE LATELY?
SO I BLEW UP THE RAFT ONCE.
THE *GREEN GOBLIN* BEAT
ME TO IT TONIGHT.

AND IT AIN'T
EVEN THE RAFT
ANYMORE. SPIDER-
MAN'S USING IT
AS A BASE...
OR WAS.

THEY RELOCATED ALL
THE INMATES UPSTATE.
HALF THE GUYS IN
DEKE'S PLACE DID TIME
IN THAT NEW JOINT.

HEY...WHY
NOT?

THE COPS, THE AVENGERS...THEY'RE
ALL BUSY WITH THE GOBLINS. AIN'T
GONNA BE A BETTER TIME TO REPLAY
MY GREATEST HIT.

BUILT UP MY CHARGE
THE WHOLE WAY. MORE
JUICE THAN I'VE USED
IN A WHILE.

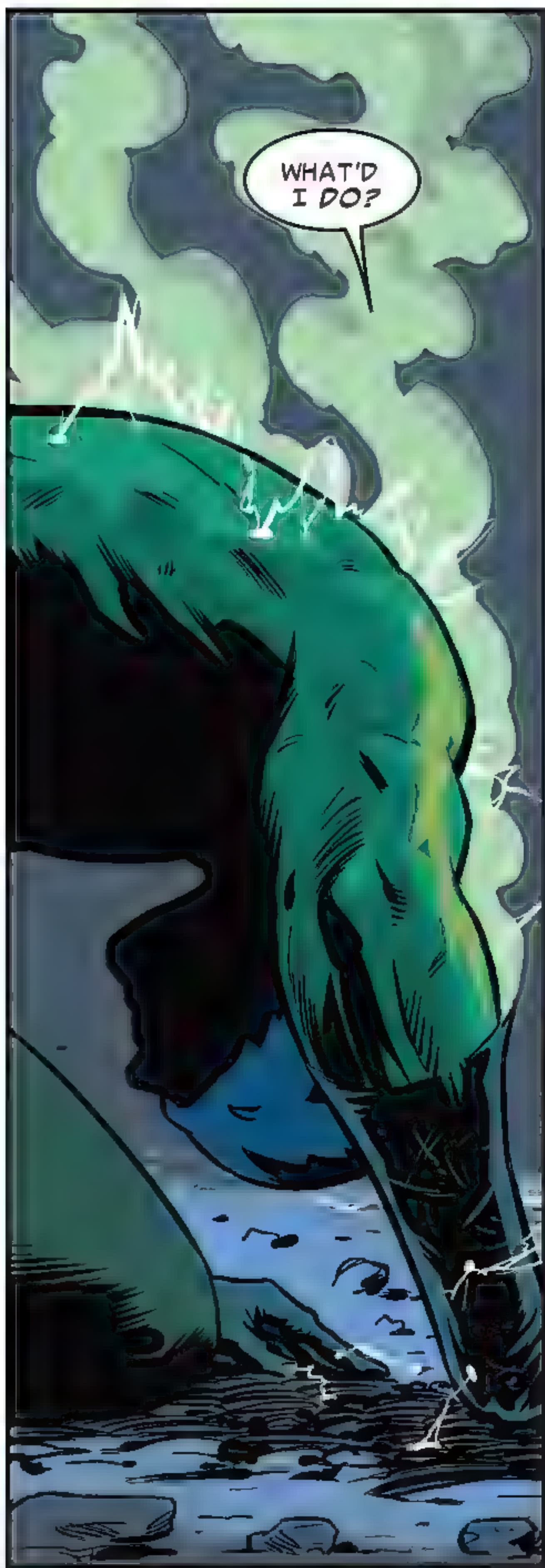
AFTER TONIGHT,
THEY'LL SAY MY
NAME WITH
RESPECT AGAIN.

"THERE GOES
ELECTRO,"
THEY'LL SAY.

"THE GUY WHO
BUSTED ALL OF
US OUT! THAT
GUY'S ALL--"

KRRZZZZ







MONTHS AGO.

I STILL DON'T
KNOW WHAT HIT ME.

OOH, ALONG
CAME A SPIDER.
AND HERE I THOUGHT
TONIGHT WAS GOING
TO BE ALL WORK
AND NO FUN.

SCRATCH THAT. I
KNOW EXACTLY
WHAT HIT ME.



KRAKK



UNH!



WAK



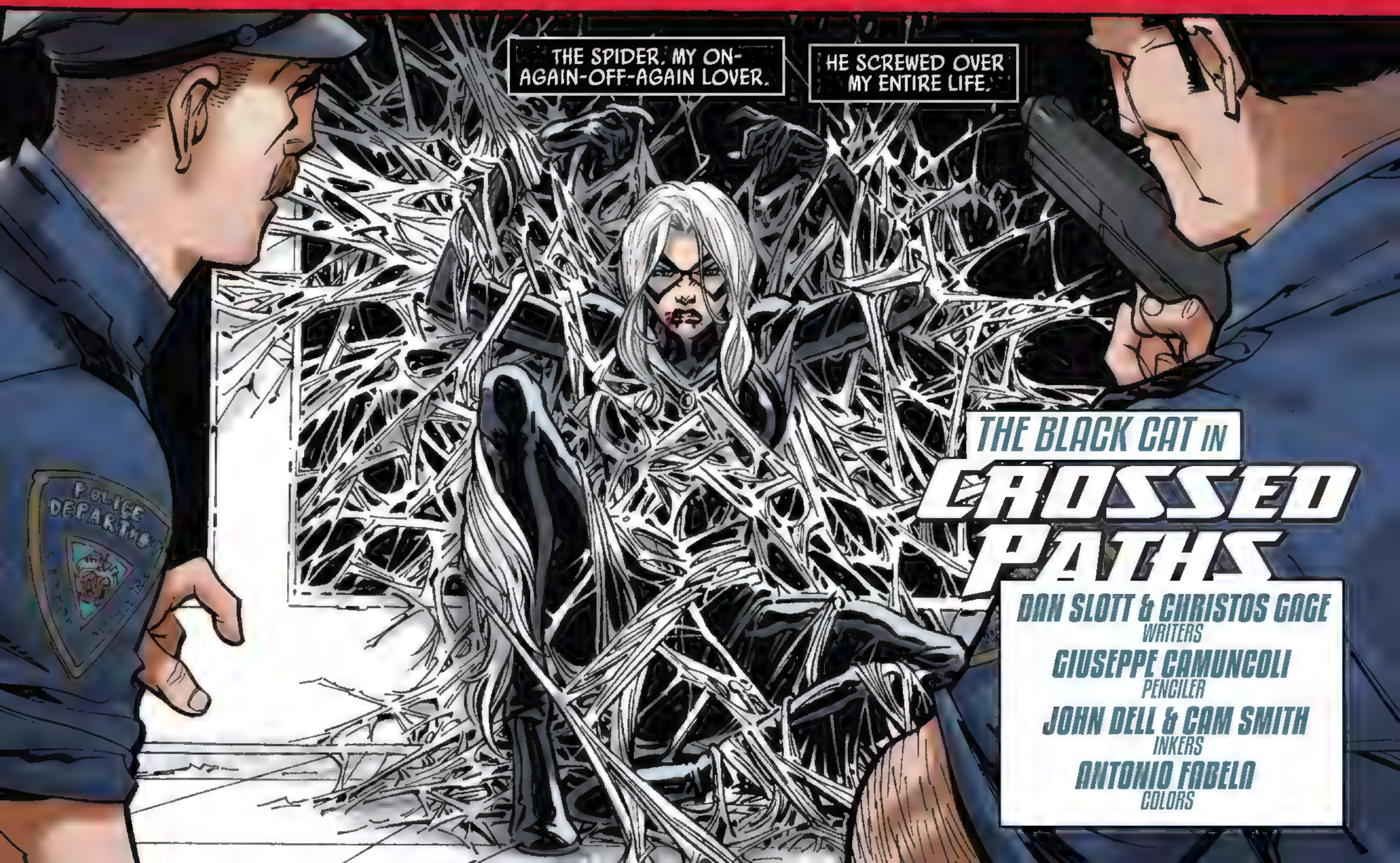
THERE...

WHAP



...THAT
SHOULD HOLD
YOU.

THWIP



THE SPIDER. MY ON-
AGAIN-OFF-AGAIN LOVER.

HE SCREWED OVER
MY ENTIRE LIFE.

**THE BLACK CAT IN
CROSSED
PATHS**

DAN SLOTT & CHRISTOS GAGE
WRITERS
GIUSEPPE CAMUNCOLI
PENCILER
JOHN DELL & CAM SMITH
INKERS
ANTONIO FABELA
COLORS



TURN TO THE RIGHT.

I'VE BEEN BETRAYED BEFORE, BUT NEVER LIKE THIS.

I NEVER ASKED HIM FOR ANYTHING, NOT EVEN HIS REAL NAME.



NOW FACE FRONT.

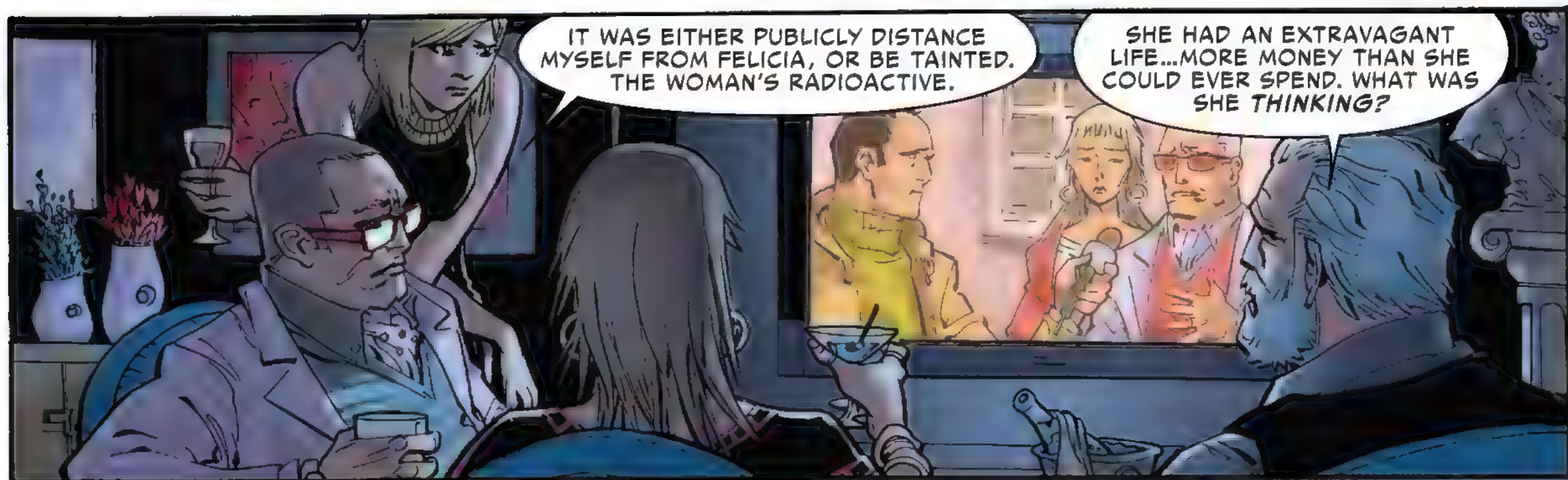
AND HE...TOOK EVERYTHING FROM ME.



WE'VE RECOVERED A FORTUNE IN ILL-GOTTEN GAINS FROM MS. HARDY'S HOME. ALL WILL BE RETURNED TO THEIR RIGHTFUL OWNERS.

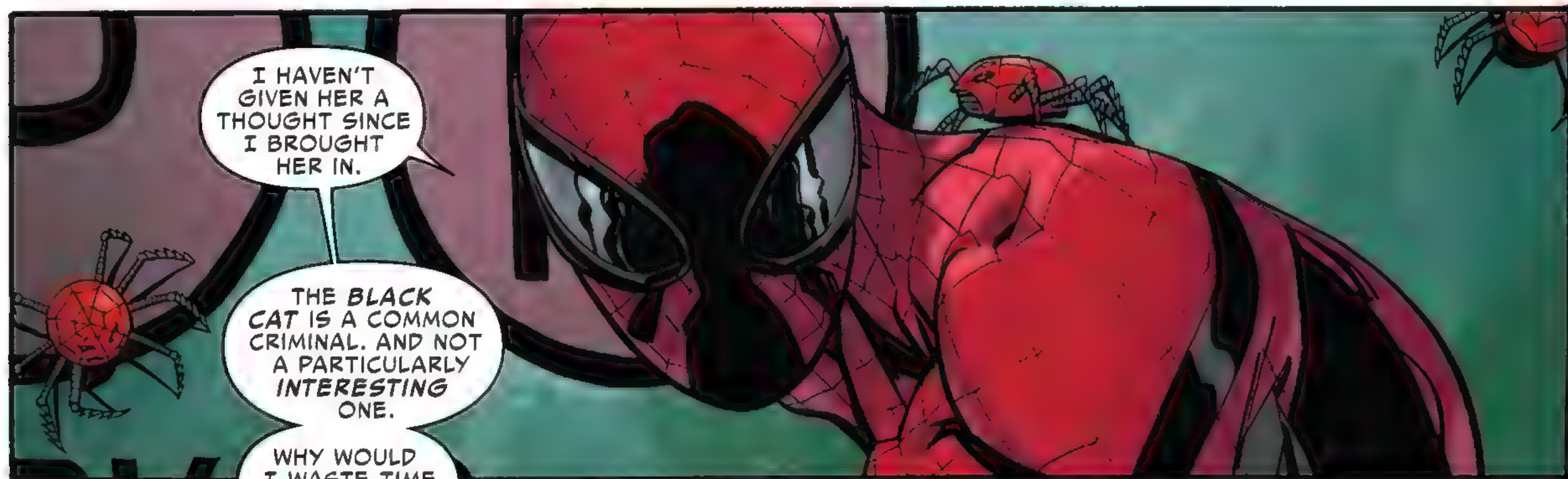
IS IT TRUE SHE HAS FRIENDS IN MANHATTAN SOCIETY?

AS LONG AS I'M MAYOR, NO ONE IS ABOVE THE LAW! HER FRIENDS MEAN NOTHING!



IT WAS EITHER PUBLICLY DISTANCE MYSELF FROM FELICIA, OR BE TAINTED. THE WOMAN'S RADIOACTIVE.

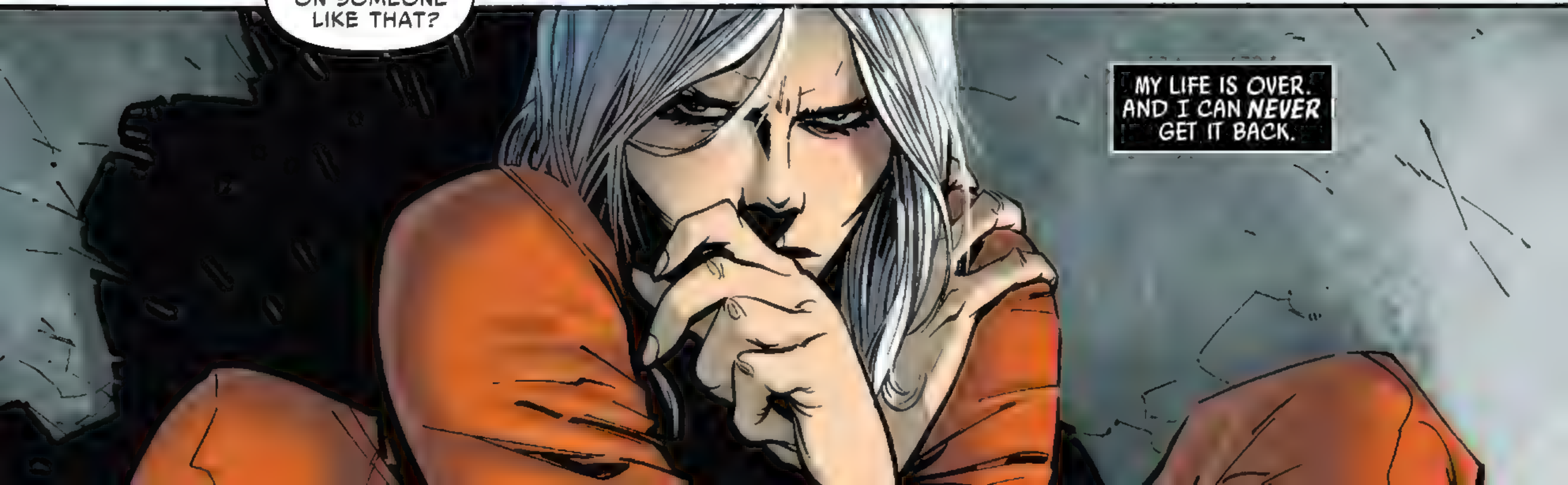
SHE HAD AN EXTRAVAGANT LIFE...MORE MONEY THAN SHE COULD EVER SPEND. WHAT WAS SHE THINKING?



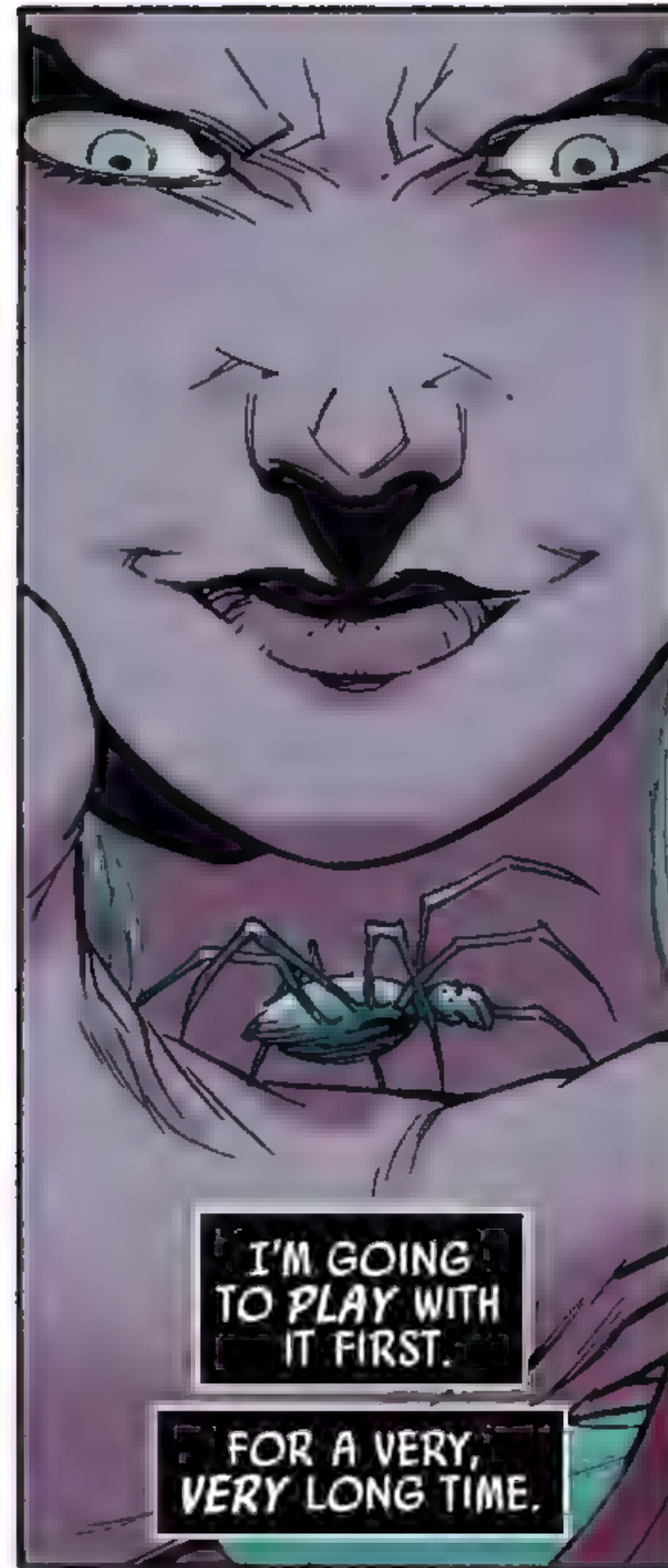
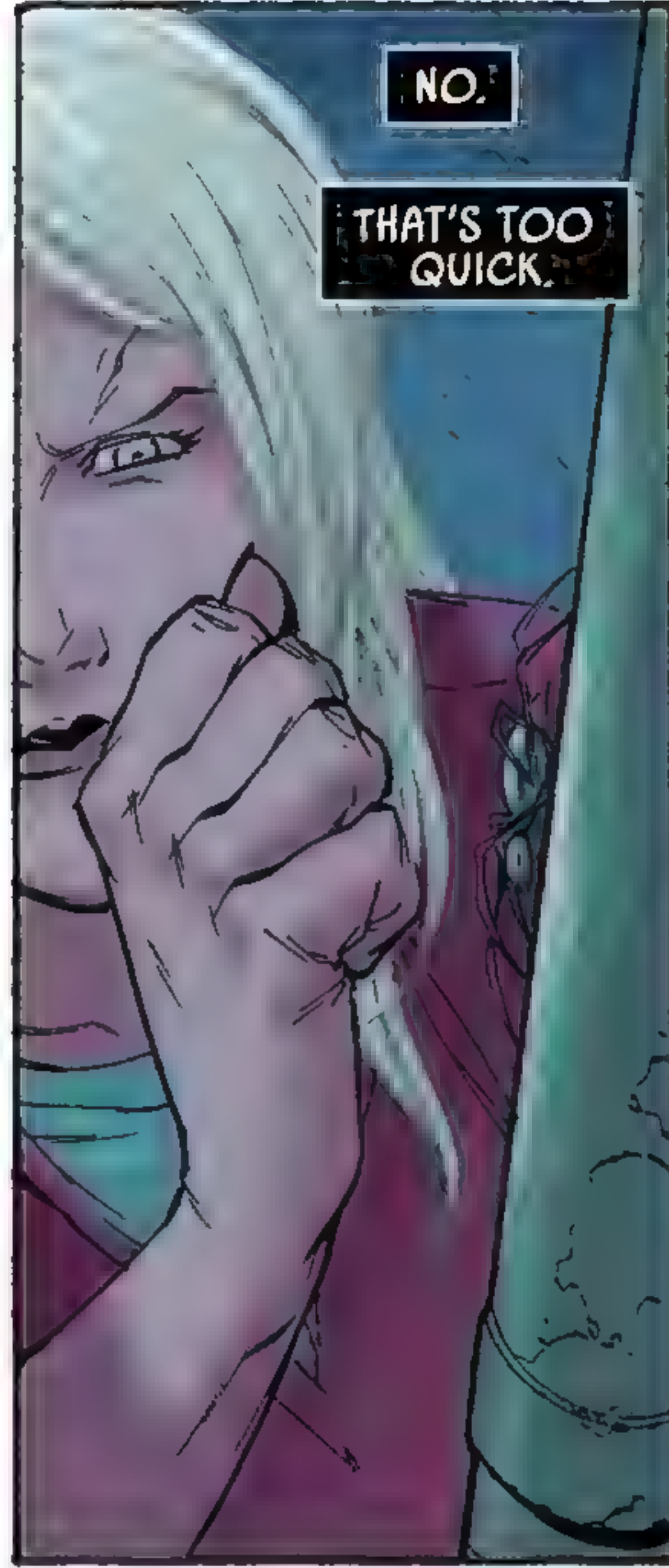
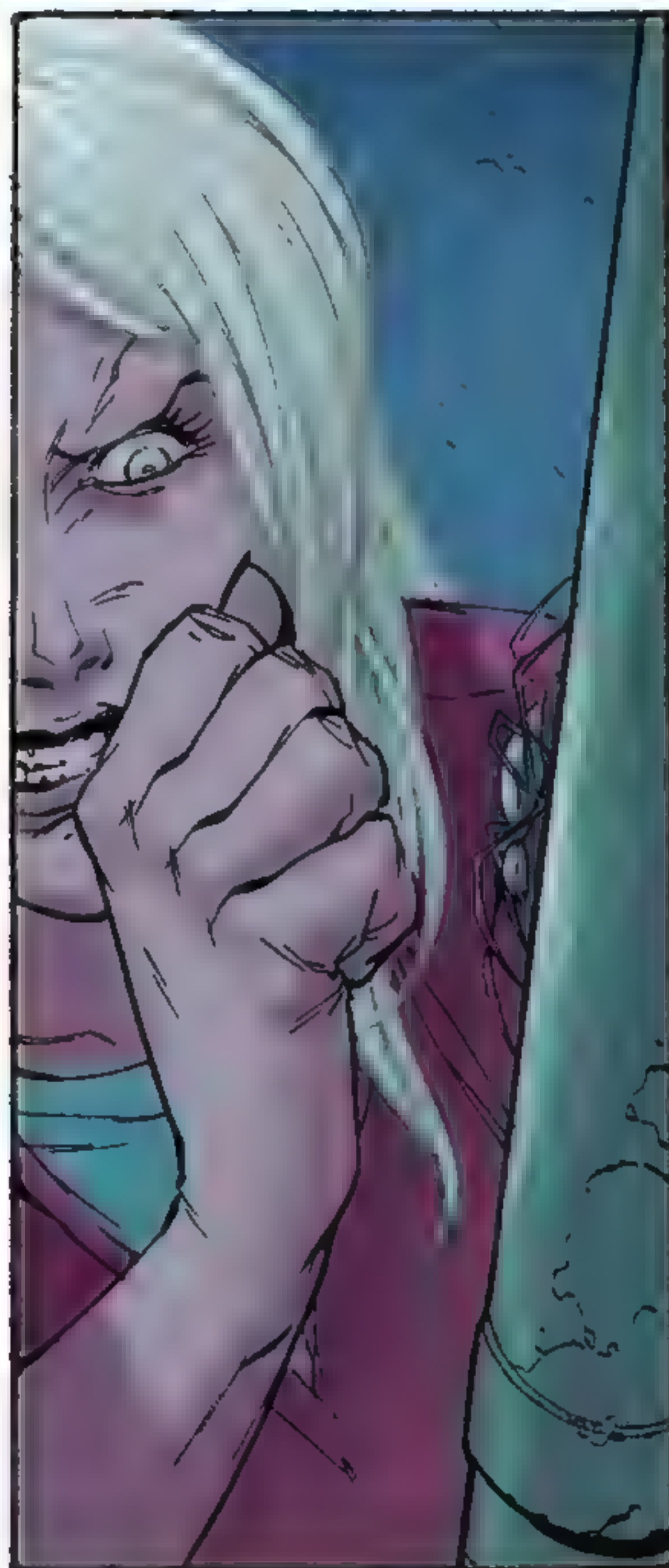
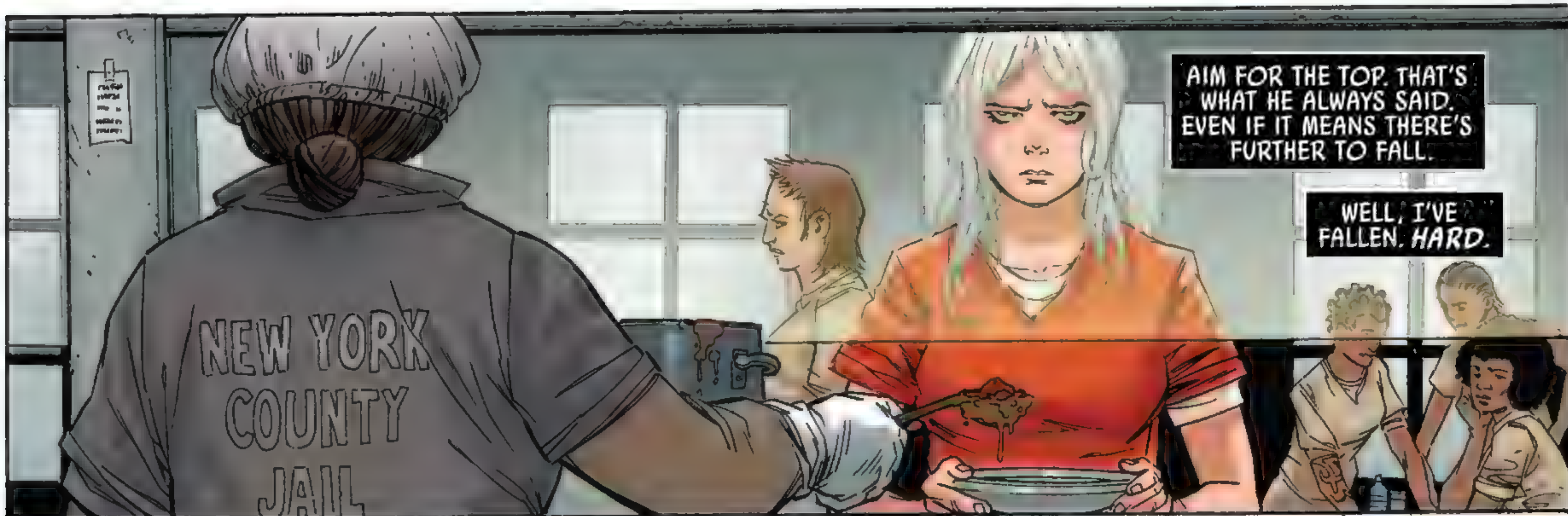
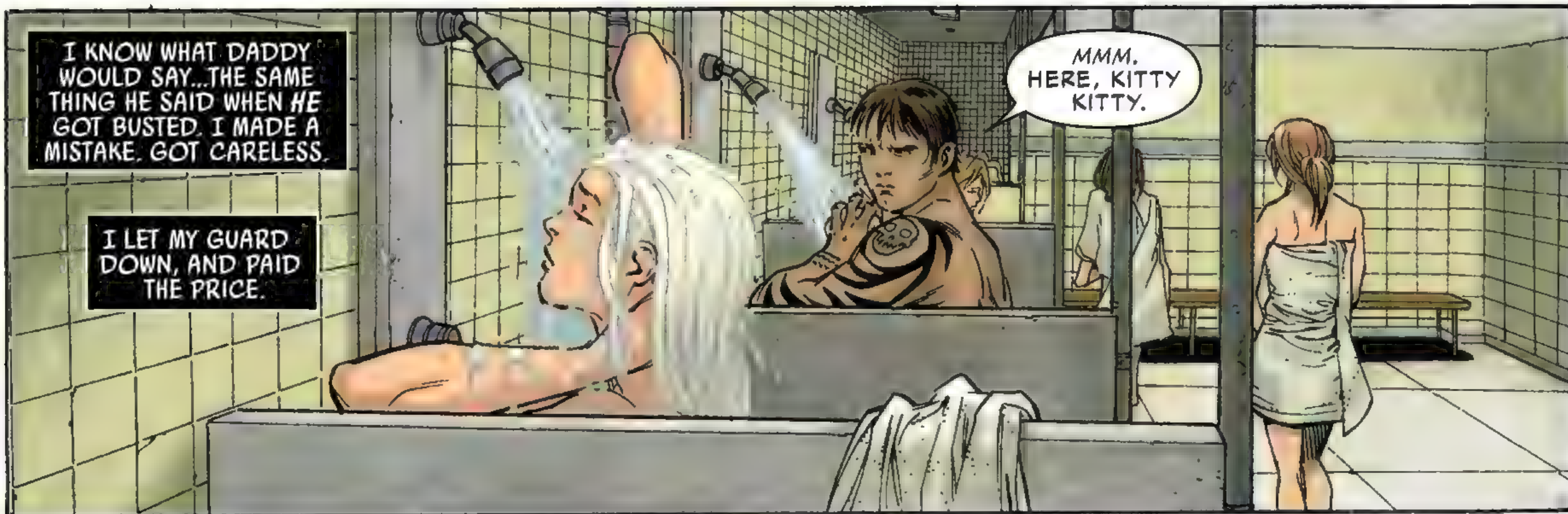
I HAVEN'T GIVEN HER A THOUGHT SINCE I BROUGHT HER IN.

THE BLACK CAT IS A COMMON CRIMINAL. AND NOT A PARTICULARLY INTERESTING ONE.

WHY WOULD I WASTE TIME ON SOMEONE LIKE THAT?



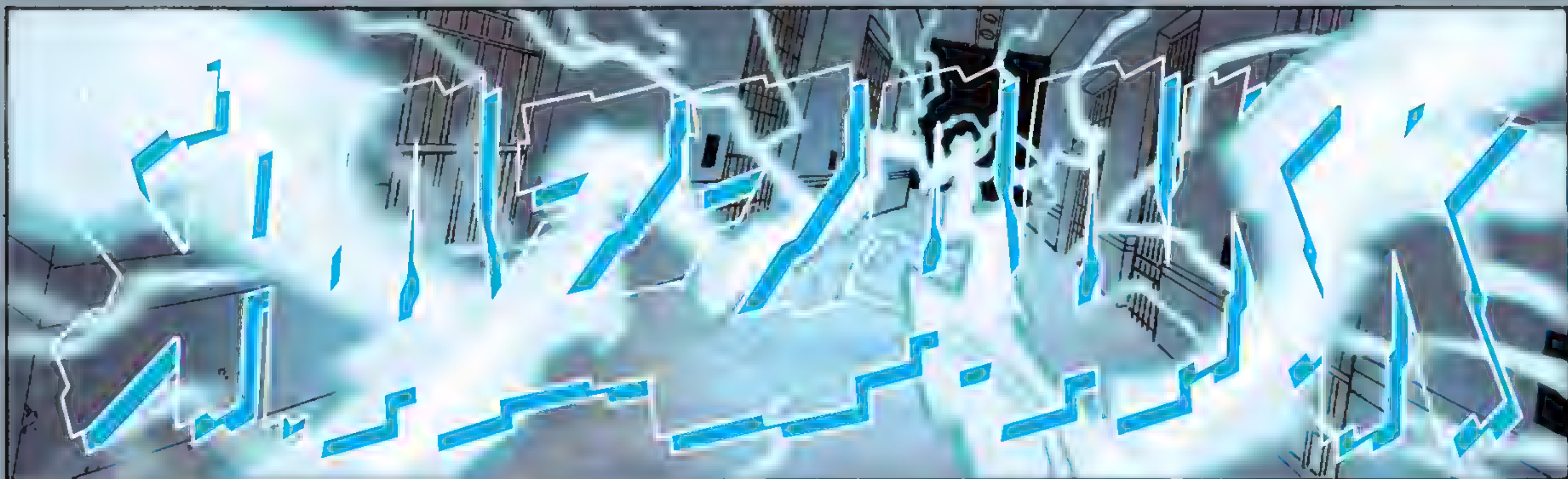
MY LIFE IS OVER, AND I CAN NEVER GET IT BACK.



DAYS LATER.

HEY, PARK AVENUE. I HEARD YOU WERE SOME KINDA BIG SHOT ON THE OUTSIDE. A SUPER-CROOK. THE SWANK LIFE.

WELL, IN HERE, WITH ALL THEIR FANCY TECH, YOUR POWERS DON'T MEAN SQUAT. YOU'RE JUST LIKE EVERYONE ELSE. I'M GONNA REMIND YOU OF THAT. EVERY DAMN DAY--



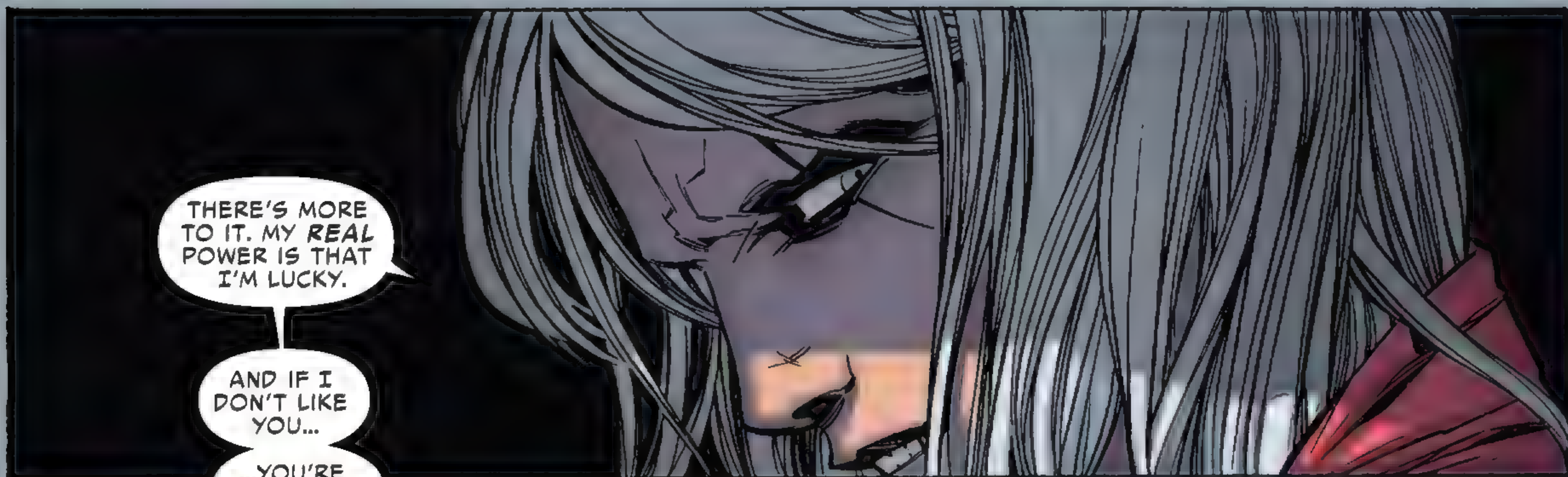
ELECTRICITY'S OUT. SO ARE THE POWER DAMPENERS.

SO? YOU'RE THAT CAT-GIRL THANG, RIGHT? WHAT KINDA POWER YOU GOT? ALWAYS LAND ON YOUR FEET OR SOMETHIN'? I'M SHAKIN'.

THERE'S MORE TO IT. MY REAL POWER IS THAT I'M LUCKY.

AND IF I DON'T LIKE YOU...

...YOU'RE UNLUCKY.





IT CAN BE
DOWNRIGHT
UGLY OUT
THERE.



BUT ONLY IF
YOU LET ANY OF
IT TOUCH YOU.

I ALREADY
GOT BURNED
ONCE.



NEVER
AGAIN.



NOW!

THERE YOU ARE,
SPIDER. NOT A CARE
IN THE WORLD.

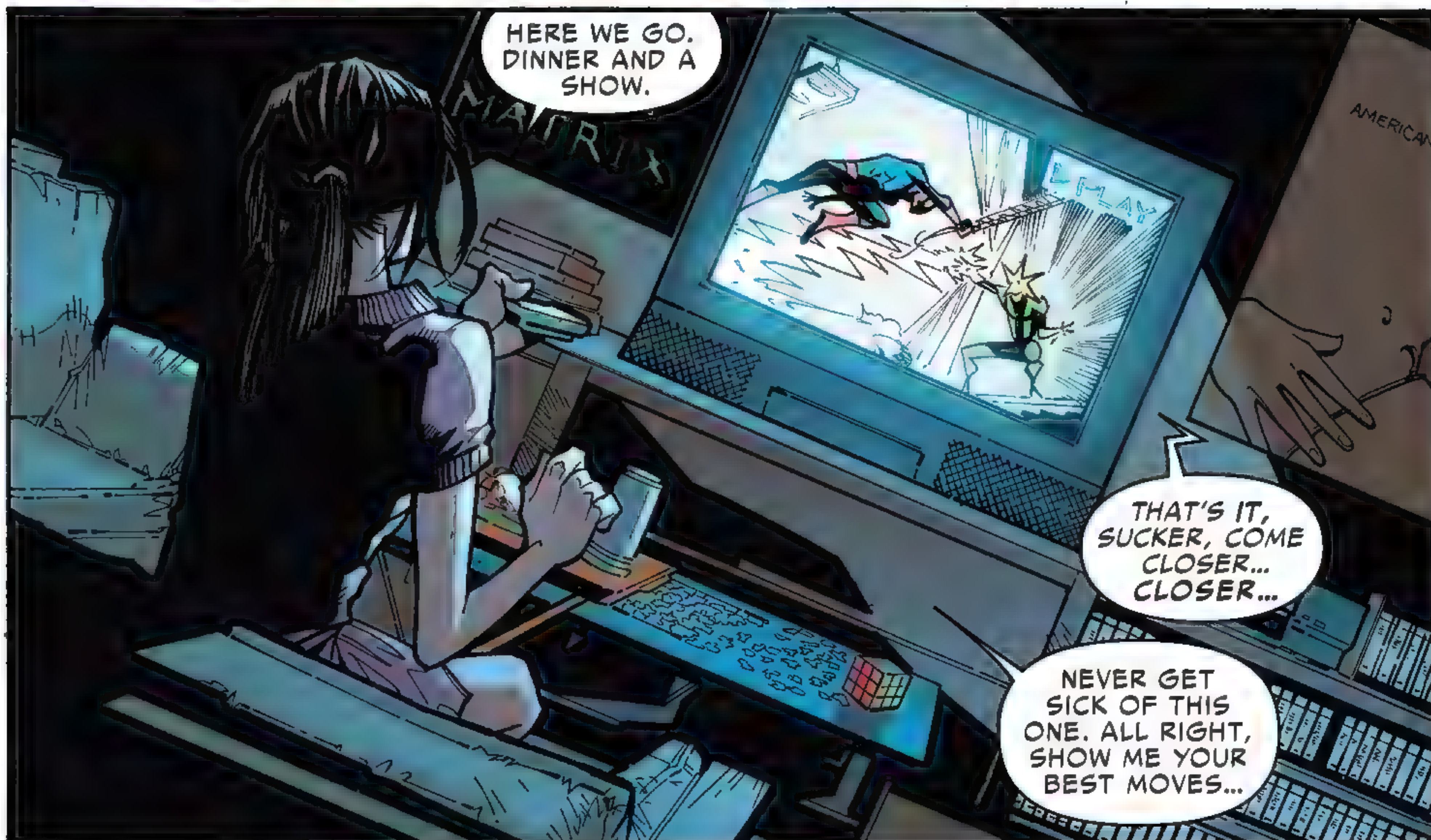
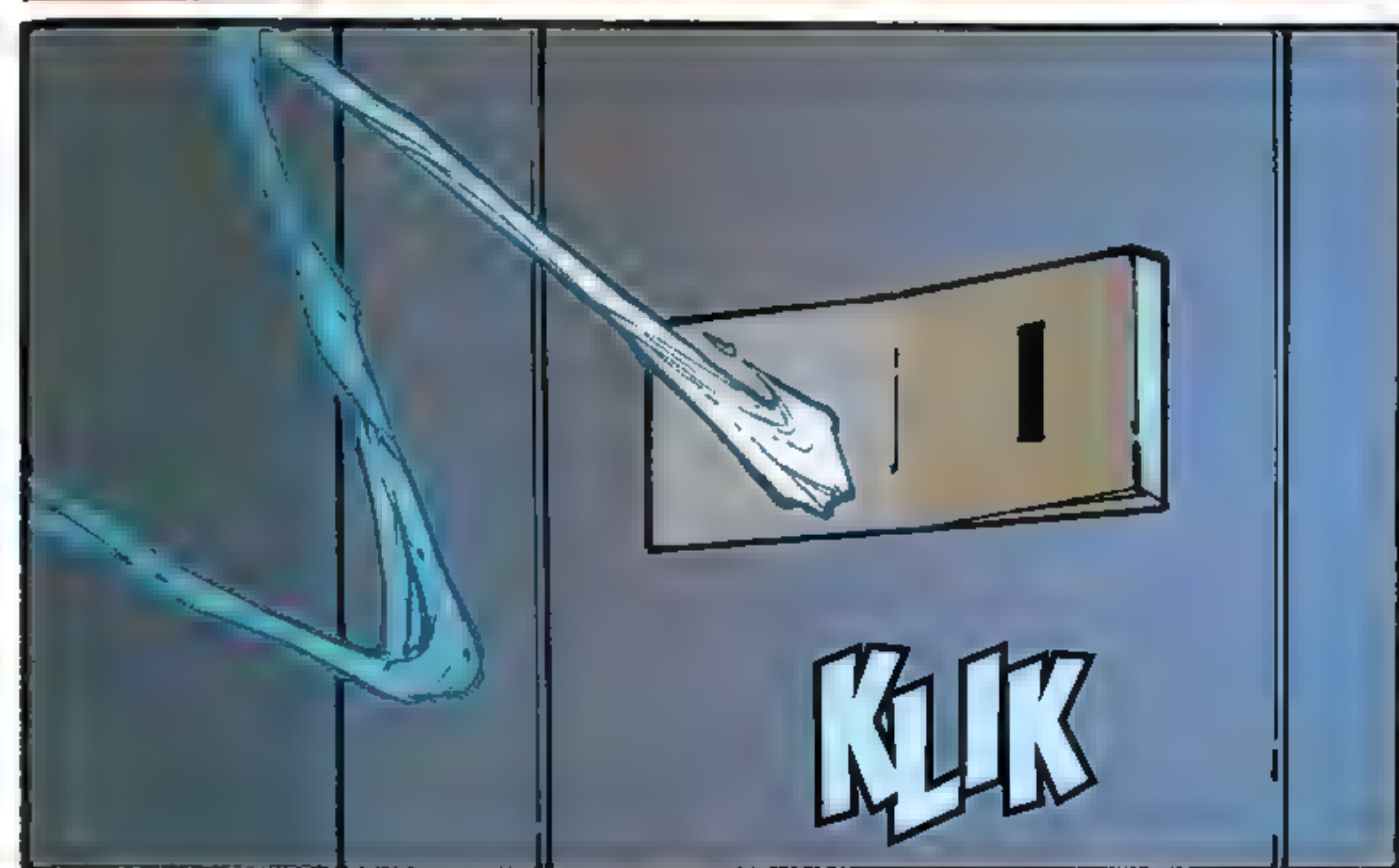
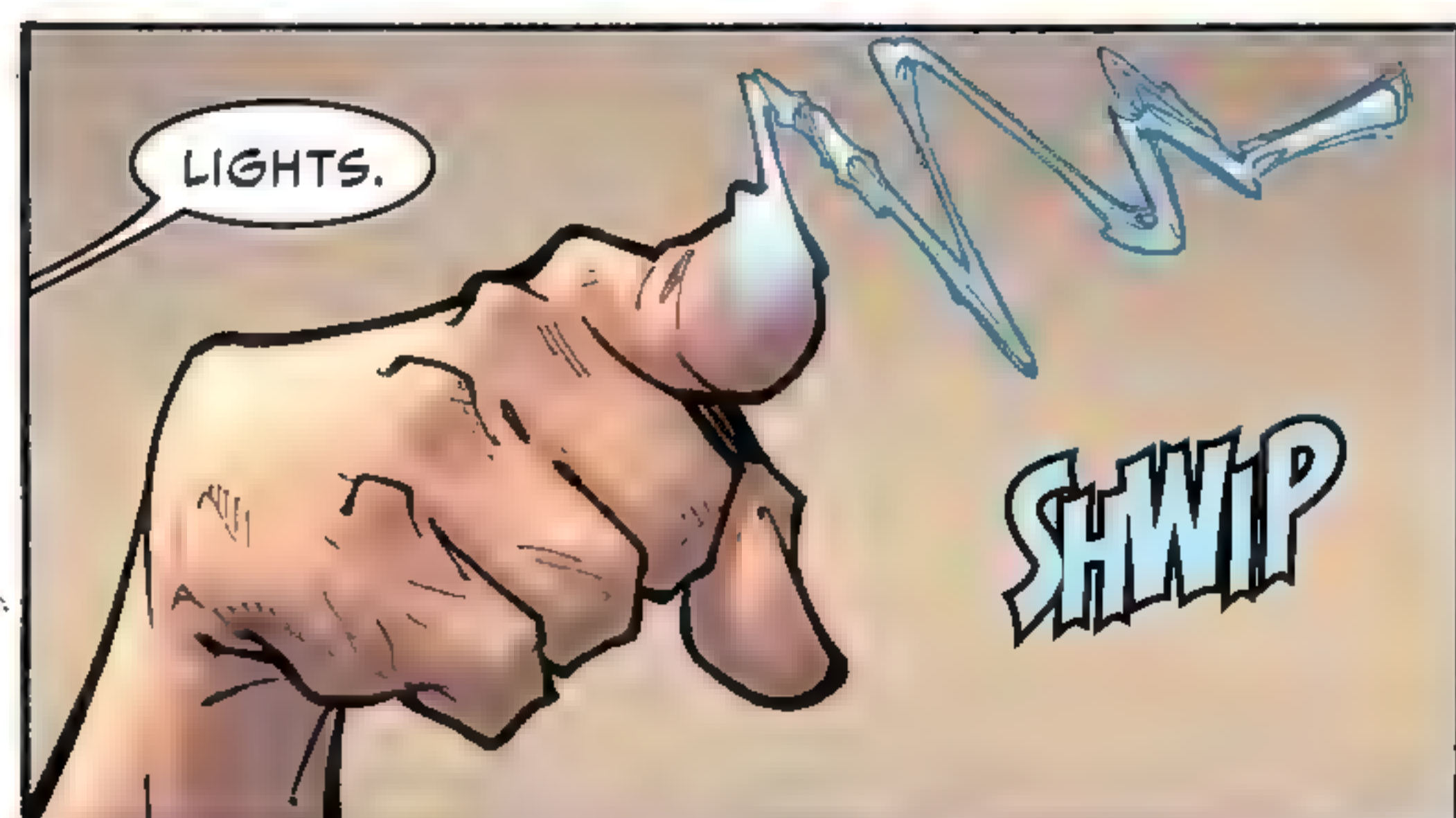


ENJOY IT WHILE IT
LASTS, 'CAUSE YOUR
LUCK'S ABOUT TO
CHANGE.

YOU TOOK
EVERYTHING
FROM ME. NOW
YOU'RE GOING
TO PAY FOR IT
WITH YOUR LIFE.

BUT ONLY
AFTER I'M
DONE PLAYING
WITH IT.







TRIBECA.
THE APARTMENT
OF PETER PARKER
& ANNA MARIA
MARCONI.

ALL
RIGHT. IT'S
TRUE.

I AM
SPIDER-
MAN.



BUT I'M
NOT THE
SPIDER-MAN
YOU KNOW.

OR THE
PETER PARKER
YOU THINK YOU
KNOW.



WAIT.
WHAT DOES
THAT EVEN
MEAN?



MONTHS AGO A
VERY... "SUPER
HERO-ISH" THING
HAPPENED TO
ME.

I GOT MIND-
SWAPPED.
WITH A BAD
GUY.

YOU'RE
SERIOUS?

YEAH. BUT
I'M BACK TO
NORMAL NOW.



MIND-
SWAPPED?

YEAH.

WITH A
SUPER
VILLAIN?

UH-HUH.



WHICH
ONE?

DOCTOR
OCTOPUS.

FOR HOW
LONG?

BEFORE
WE EVER
"MET."

SO THIS
WHOLE TIME...
DOCTOR
OCTOPUS?

YES.





YOU'RE GETTING THIS, RIGHT?

DOCTOR OCTOPUS.

IN THE BODY OF SPIDER-MAN.

SO FOR ALL INTENTS AND PURPOSES...I WAS DATING DOC OCK.

YEAH. SO I'M THINKING--



TASTE.



HUH?

ALMOST DONE. I NEED A TASTE TEST. LICK IT.

NOW.



OH MY GOD!

THAT'S THE GREATEST THING I'VE EVER PUT IN MY MOUTH!



IT'LL TASTE BETTER ONCE IT'S BAKED.

TAKE THESE OUT IN 22 MINUTES. NO MORE. NO LESS.

22 MINUTES.

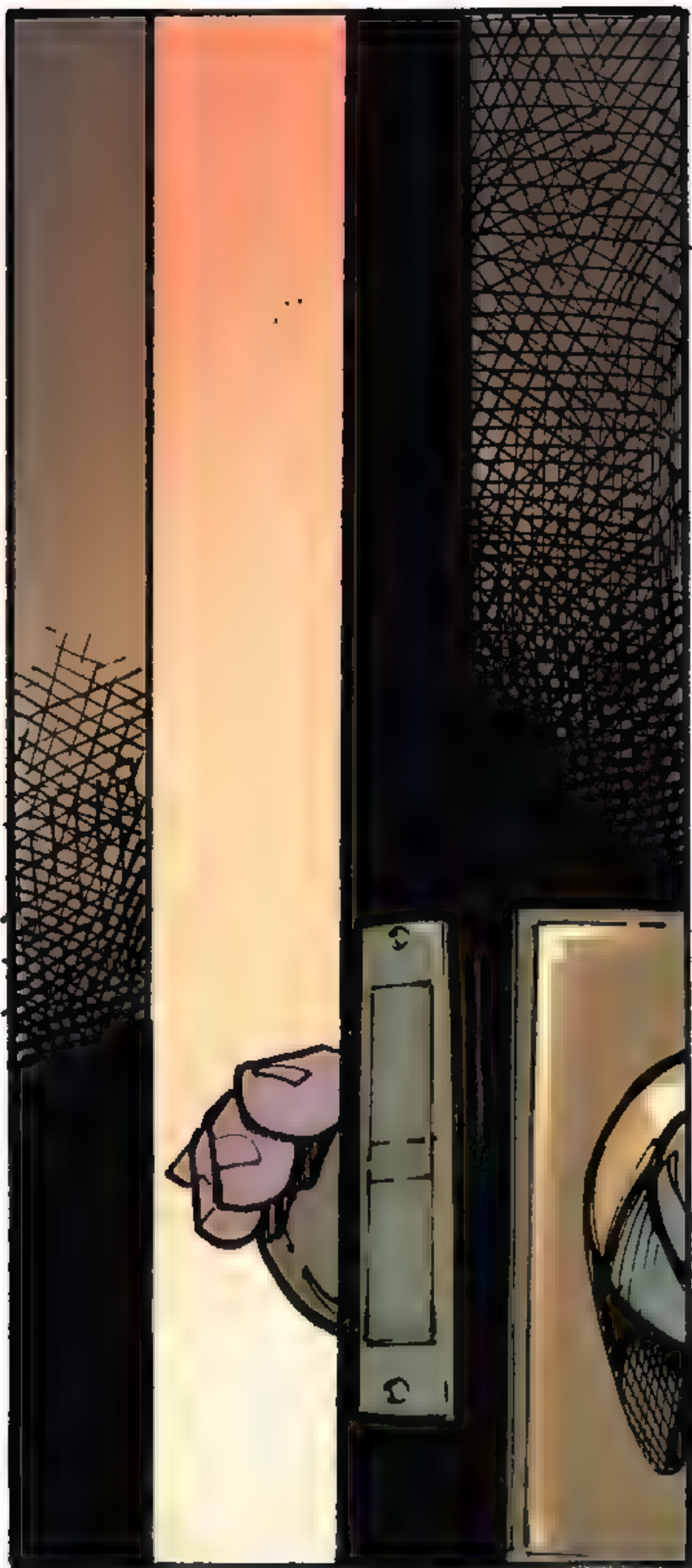


I'M GOING FOR A WALK. I HAVE TO...

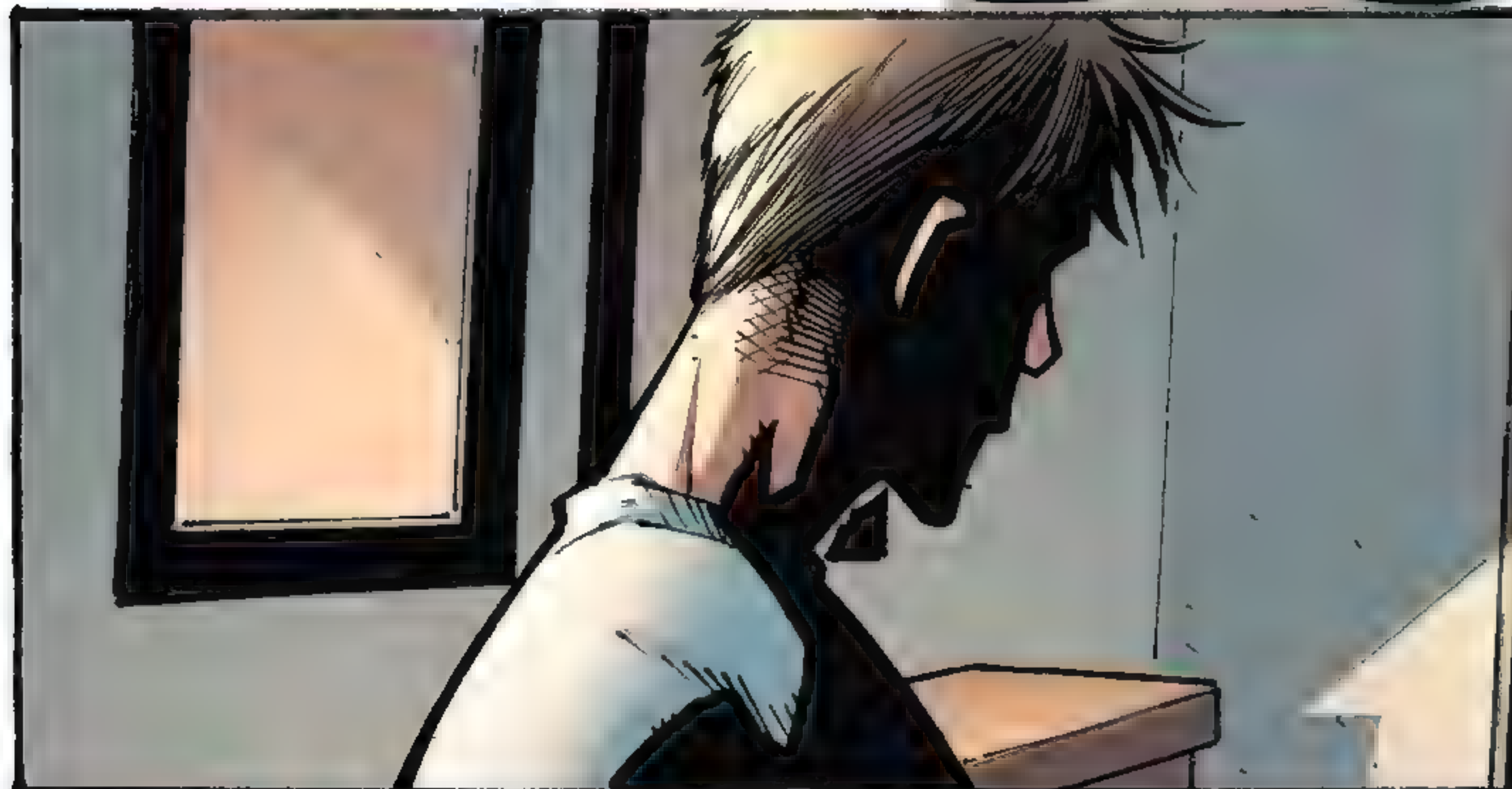
...THINK ABOUT THIS.

SEE YOU LATER, SLICK--

PETER.



22 MINUTES.
PLEASE. IT'S IMPORTANT.



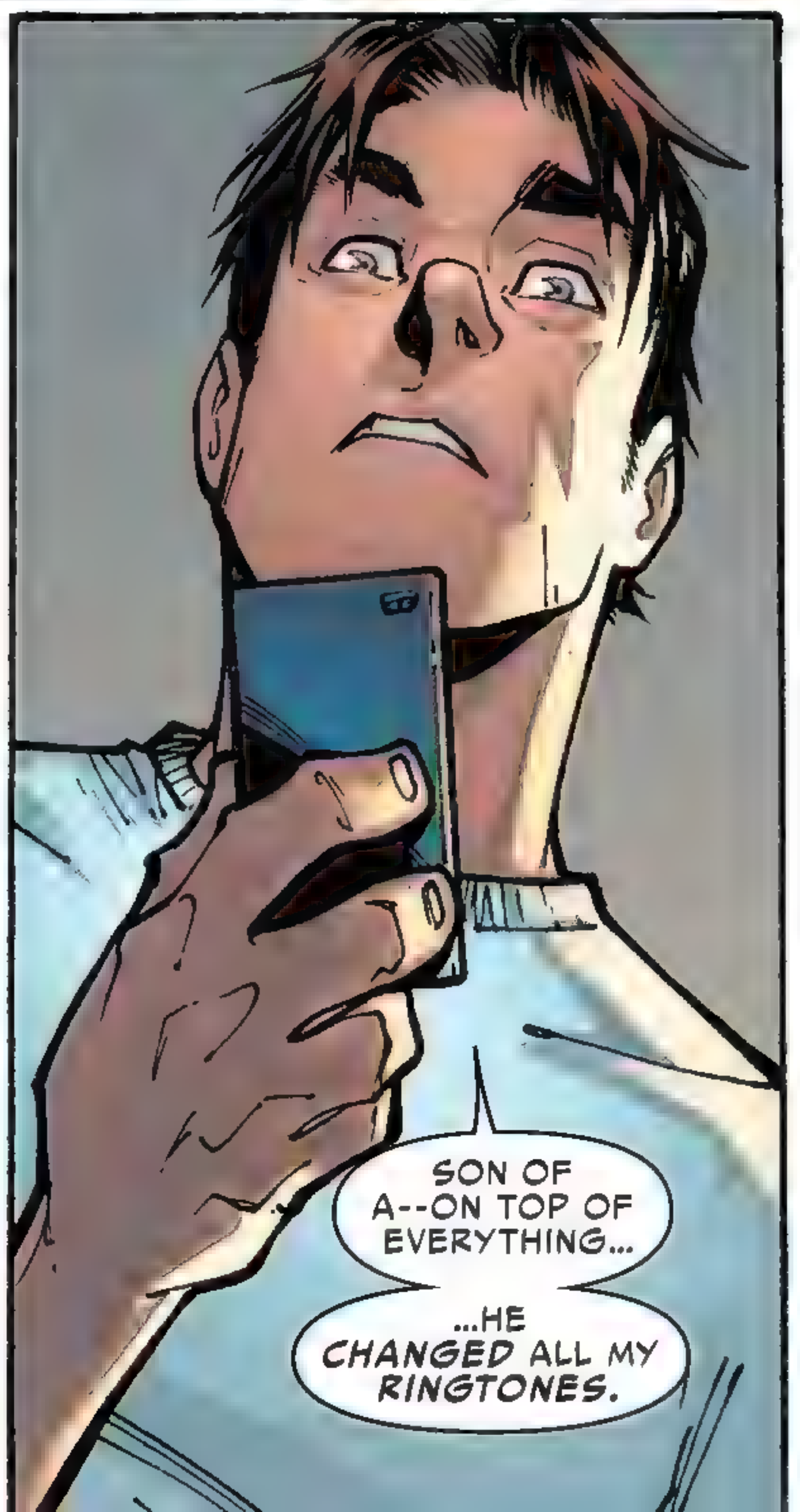
OTTO OCTAVIUS...
WHAT HAVE YOU
DONE TO MY LIFE?



BEETHOVEN'S FIFTH?



We have
to talk.



SON OF
A--ON TOP OF
EVERYTHING...
...HE
CHANGED ALL MY
RINGTONES.

THE WEST VILLAGE.



FRANCINE?
IT'S MAX. BUZZ
ME IN.

YOU DON'T
NEED ME FOR
THAT. BUZZ
YOURSELF IN.
C'MON!

I--I'D
RATHER
NOT. PLEASE,
FRANCINE.

FINE.



DAMN! MAX DILLON. WHAT
BRINGS YOU TO MY LITTLE
HOLE IN THE WALL?

DOES BIG OL'
BAD ELECTRO NEED
A RECHARGE? COME
IN AND PLUG IN.

I DIDN'T
KNOW WHERE
ELSE TO GO.



EVER SINCE...
WHAT HAPPENED AT
THE PRISON...

NONE A' MY
FELLOW LOWLIFES
WOULD TAKE ME
IN. BUT YOU...

...YOU'VE ALWAYS
BEEN GOOD TO ME,
FRANCINE.

WHAT CAN
I SAY? I LIKE
ALL MY BAD
BOYS.

ESPECIALLY
YOU, MAX.

YOU MAKE
ALL MY HAIR
STAND ON
END.



MMPH.
THIS'S NEW.

YOUR
PIERCINGS.
SORRY.

MY POWER'S
BEEN ACTING UP.
YOU SHOULD
PROBABLY KEEP
YOUR DISTANCE.

BABY,
PLEASE. THIS'S ME. I
NEVER PLAY IT SAFE.

ELECTRO ACCIDENTALLY DESTROYED
AN ENTIRE PRISON LAST ISSUE. -NICK

AVENGERS TOWER.

SO...TWELVE SECURITY SCANS, HUH? THAT WAS...

...THOROUGH. WE DONE?

NO. I STILL HAVE TWO QUESTIONS, SPIDER-MAN.



ONE. WHY ARE YOU 28 MINUTES LATE?

I THOUGHT THIS WAS JUST A TALK AND I...UM HAD COOKIES IN THE OVEN.

COOKIES.

THESE ARE VERY IMPORTANT COOKIES. I BROUGHT SOME FOR EVERYONE.

ALL RIGHT. THAT BRINGS US TO NUMBER TWO.



WHY ARE YOU WEARING PANTS?

OKAY. HERE GOES...

AROUND CHRISTMAS DOC OCK AND I MIND-SWAPPED AND THE "ME" THAT'S BEEN RUNNING AROUND WAS REALLY HIM IN MY BODY.

NOW I'M BACK. BUT IN MY LAST FIGHT, ALL MY CLOTHES GOT ZAPPED OFF. SO I WEBBED MYSELF UP SOME UNDERWEAR.

BUT I DIDN'T KNOW THAT OCK CHANGED MY WEB-FORMULA SO IT'D LAST LONGER. AND NOW MY PANTS ARE STUCK TO MY BUTT.

AND IT'S BEEN OVER AN HOUR.

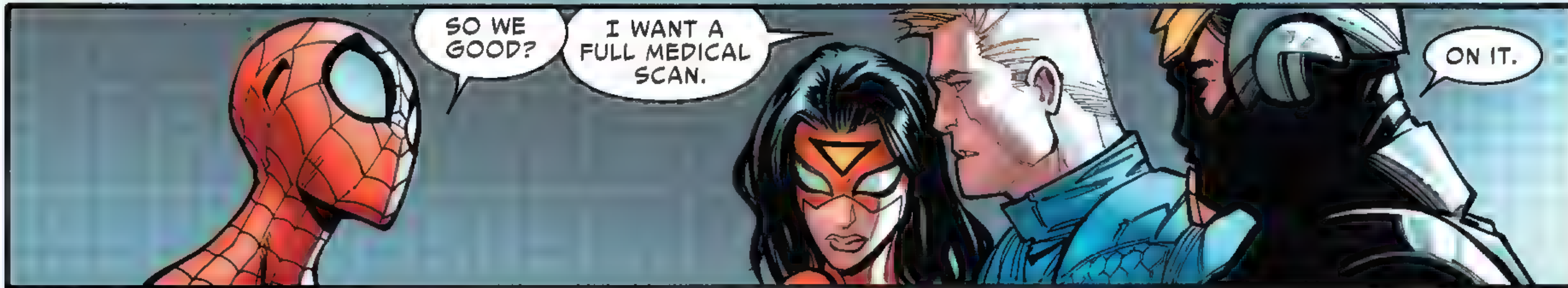
AND I REALLY HAVE TO PEE.



SO WE GOOD?

I WANT A FULL MEDICAL SCAN.

ON IT.





OKAY. GIVE IT TO ME STRAIGHT.

AM I HAVING A BOY OR A GIRL?

C'MON. CHOMP IT'S HIM.

LET'S WAIT FOR IRON MAN FIRST.

TONY?

WITHOUT GIVING ME HIS SECRET IDENTITY...

...BUT GOING BY OUR SEALED AVENGERS FILES...

...ALL READINGS, INCLUDING BRAIN PATTERNS, ARE THOSE OF SPIDER-MAN.



TOLDJA.

DANG! THESE COOKIES ARE AMAZING!

I KNOW, RIGHT?

BETTER SAFE THAN SORRY. WITH YOU IT'S BEEN ONE EXCUSE AFTER ANOTHER.

JUST LAST MONTH YOU TRIED BLAMING YOUR BAD BEHAVIOR ON ALIEN POSSESSION.

AGAIN. THAT WASN'T ME. THAT WAS DOC. AND...I KINDA REMEMBER THAT.

HE WAS TAKEN OVER BY THE SYMBIOTE. AND...I HELPED TEAR IT OFF.

BUT THEN IT...WENT ON... WHO?

AGENT THOMPSON.

THAT'S... RIGHT.



YOU KNEW!

KRAKK

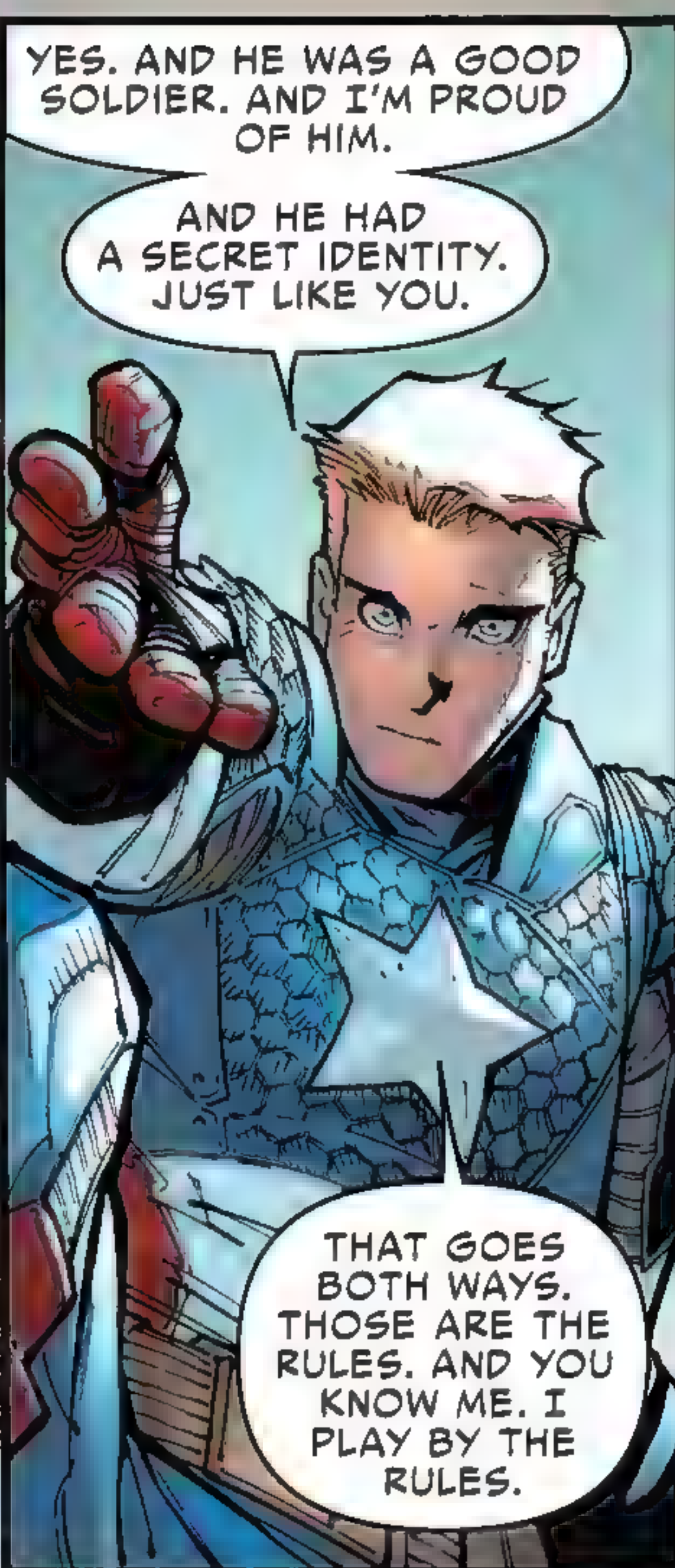
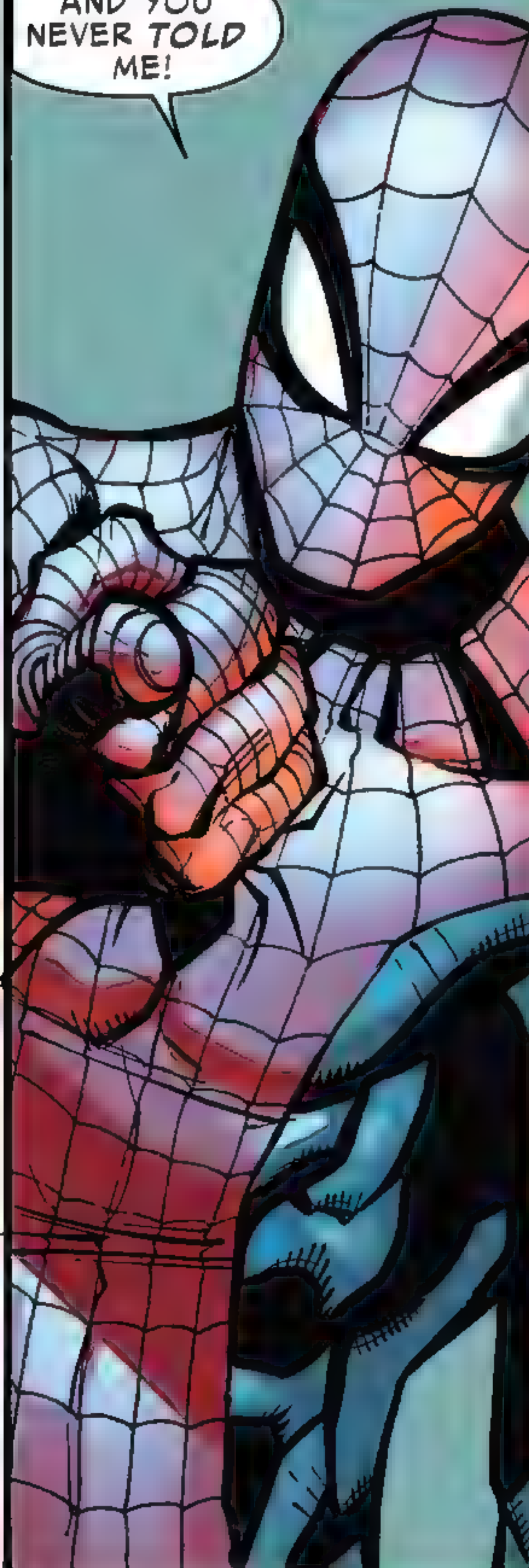


NO, JESS. BUT
MAYBE IT'S
SOMETHING
ELSE. MYSTIQUE?
THE MINDWORM?
PURPLE MAN?

CAP WAS
RIGHT! HE
WAS PLAYING
US!
IS
OCTAVIUS
STILL IN
THERE?!

EVERYONE,
STAND DOWN.
I HAD THAT
COMING.

ALL THIS TIME, YOU KNEW
VENOM WAS FLASH
THOMPSON! SOMEONE
REALLY IMPORTANT
TO ME!
AND YOU
NEVER TOLD
ME!



YES. AND HE WAS A GOOD
SOLDIER. AND I'M PROUD
OF HIM.

AND HE HAD
A SECRET IDENTITY.
JUST LIKE YOU.

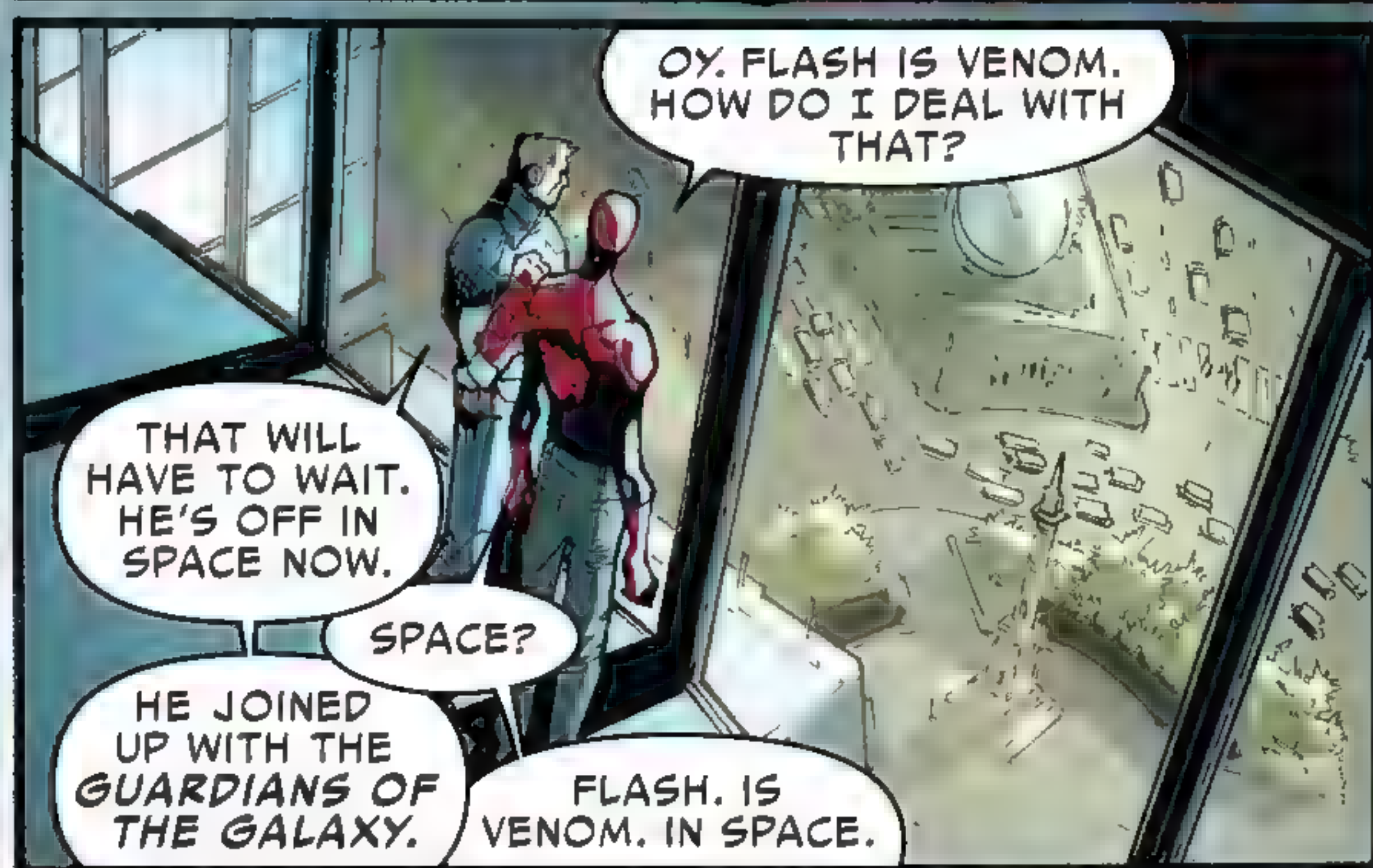
THAT GOES
BOTH WAYS.
THOSE ARE THE
RULES. AND YOU
KNOW ME. I
PLAY BY THE
RULES.



MORE
THAN ANY MAN
I KNOW.

IT'S...
ANNOYING,
BUT FAIR.
HERE.

WELCOME
BACK, SPIDER-
MAN.



OY. FLASH IS VENOM.
HOW DO I DEAL WITH
THAT?

THAT WILL
HAVE TO WAIT.
HE'S OFF IN
SPACE NOW.

SPACE?

HE JOINED
UP WITH THE
GUARDIANS OF
THE GALAXY.

FLASH. IS
VENOM. IN SPACE.



SO MUCH HAS
CHANGED SINCE I
"WOKE UP."

WENT THROUGH THE
SAME THING WHEN I
CAME OUT OF THE
ICE.

YOU FEEL LIKE
RIP VAN WINKLE
FOR A WHILE,
BUT IT'LL
PASS.

ANYWAY, THERE
WAS A BREAKOUT
LAST NIGHT. WE HAVE
TO JOIN THE REST OF
THE AVENGERS ON A
MANHUNT FOR THE
ESCAPEES. I'M TRUSTING
YOU TO KEEP AN EYE
ON THINGS WHILE WE'RE
GONE. JUST DO ME
A FAVOR...



"...YOU'RE STILL AN AVENGER.
GET THOSE PANTS OFF. THEY
LOOK RIDICULOUS."

DOC HAD TO HAVE
SOME WAY TO
DISSOLVE THIS STUFF.

MAYBE IT'S BACK
AT HIS LAB.



MY LAB. THAT IS STILL
SO WEIRD TO ME.

PETER PARKER...



"...C.E.O. OF PARKER
INDUSTRIES!"

PARKER!
THERE YOU
ARE.

SAJANI.

I'VE BEEN
TRYING TO
REACH YOU
FOR OVER
AN HOUR.



THERE'S
A MAJOR
PROBLEM!



OF
COURSE
THERE IS.



THE GLITCH YOU
DIDN'T FIX EARLIER
HAS SPREAD TO OUR
NANITE DELIVERY
SYSTEM.

THIS IS PART
OF OUR COMPANY'S
BIG ROLLOUT. YOU
HAVE TO GET IT UP
AND RUNNING! OR
WE'RE SCREWED!

BUT--

BUT THAT'S
NOT GONNA BE
A PROBLEM, RIGHT?
BECAUSE YOU
INVENTED ALL
OF THIS.



YEP. ME.
DR. PETER
PARKER.

THE GUY
WITH THE DEGREE IN
CYBERNETICS.

I HAVE NO
IDEA HOW TO
FIX THIS. AT
ALL.

THANKS, OTTO.
THANKS A TON.
SOMEBODY
HELP!



SAJANI, EXCUSE ME. I NEED TO SPEAK TO PETER RIGHT AWAY.

ANNA MARIA? WHAT ARE YOU DOING HERE?

I WORK HERE. REMEMBER? YOU GAVE ME THE JOB.



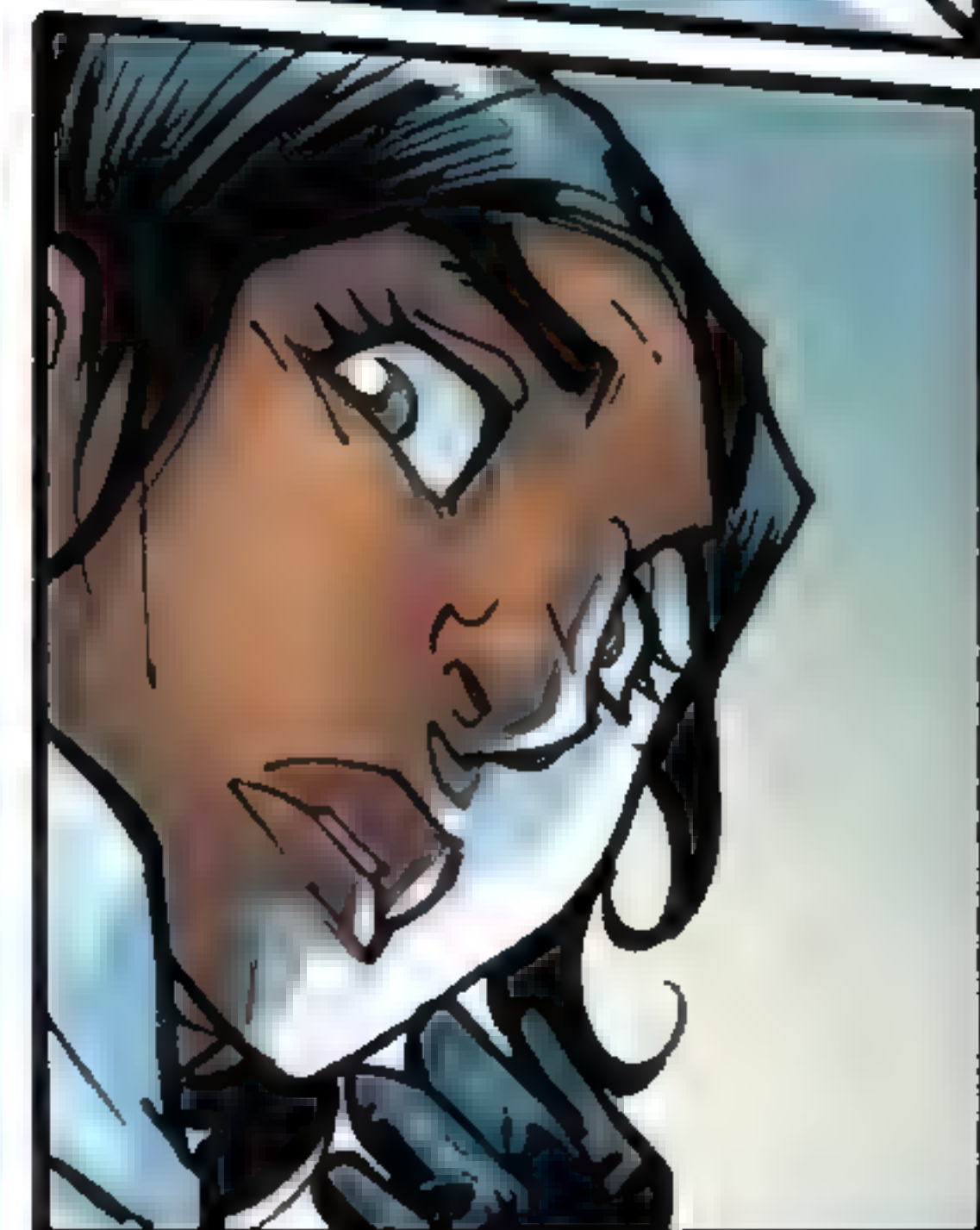
MARCONI, WHATEVER YOUR PROBLEM IS, IT CAN'T BE MORE IMPORTANT THAN THIS.

IT'S A BOYFRIEND/ GIRLFRIEND THING.

THIS IMPACTS OUR ENTIRE COMPANY.



I'M PREGNANT.



WELL, I'LL JUST GIVE YOU TWO SOME PRIVACY.

FOR. LIKE. EVER.



ANNA, I DON'T KNOW WHAT TO--

THAT? NO. I'M NOT PREGNANT. I SAID THAT TO GET HER OUTTA THE ROOM.



HEY!

LOOK, YOU DON'T UNDERSTAND THE NANITES. I DO. MY PETER--OTTO-- EXPLAINED IT TO ME A DOZEN TIMES.

I CAN TEACH IT TO YOU. THAT'S WHAT I USED TO DO BEFORE I QUIT MY JOB TO WORK FOR YOU. HIM. WHATEVER. SO WHAT DO YOU THINK?

THE WEST VILLAGE.

GOTTA TELL
YA, MAX, YOU
HAD ME SCARED
FOR A WHILE.

THOUGHT YOU
SWITCHED SIDES
AND STARTED
WORKIN' FOR THE
MAN. AND NOT
JUST ANY MAN.
SPIDER-MAN.

THAT WASN'T
ME. I MEAN, IT WAS.
BUT THE SPIDER DID
THINGS TO ME.

EXPERIMENTED
ON ME. Y'KNOW,
MAD SCIENTIST
STUFF.

I THINK THAT'S
WHY MY POWERS
ARE ALL SCREWED UP.
I MEAN, NOTHING
WORKS RIGHT
ANYMORE.

AW, POOR
BABY. I KNOW
WHAT YOU
NEED.

WHAT? JUST
GONNA KISS IT
AND MAKE IT
FEEL BETTER.

DON'T,
PLEASE.

WHAT'S THE
POINT OF LIVING
IF YOU DON'T LIVE
DANGEROUSL--

FRANCINE,
WEREN'T YOU
LISTENING?

ZZZZT

POK

POP

PKSH

TTSSSS

NOOOOOOOOO!



YOU NEED TO UNDERSTAND, PETER.

SO MUCH OF MY LIFE HAS CHANGED RECENTLY. AND NOT JUST THE ROMANTIC PART... WITH OTTO.



I QUIT MY T.A. POSITION TO WORK HERE.

I PROMISE THERE WILL ALWAYS BE A JOB FOR YOU HERE AT PARKER INDUSTRIES.

AND I GAVE UP MY APARTMENT TO MOVE IN WITH... HIM. AT OUR PLACE.

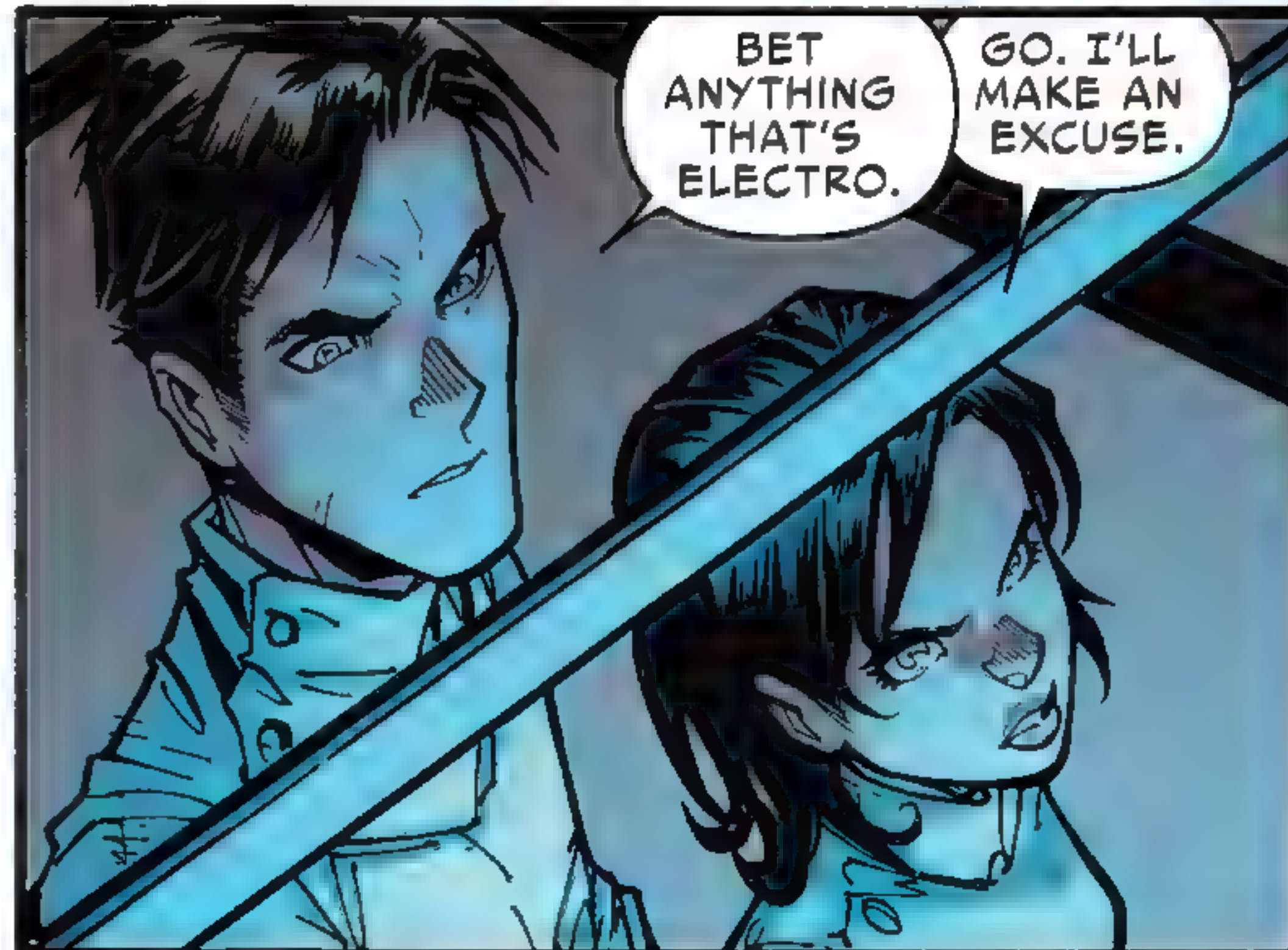
PLEASE. STAY WITH ME UNTIL YOU CAN FIND A NEW--

DEAL. YOU GET THE COUCH.

YOU HAD THAT READY, DIDN'T YOU?



UH-OH.



BET ANYTHING THAT'S ELECTRO.

GO. I'LL MAKE AN EXCUSE.



I GOTTA CHANGE, BUT--

YOUR PANTS ARE STUCK ON 'CAUSE OTTO CHANGED THE WEB FORMULA SO IT LASTS LONGER THAN AN HOUR.

YEAH.

HE MADE A SOLVENT. THIRD DRAWER ON THE LEFT.

WOW. OKAY, YOU'RE GETTING A RAISE.

A comic book page showing Spider-Man in his red and blue suit standing in a city of rubble. In the background, a car is on fire and another is overturned. Spider-Man is looking towards a man in a suit who is cowering on the ground. The scene is filled with debris and smoke.

CRASH!

WHOA! EASY
THERE, SPARKY.
WHAT SAY YOU CALM
THE HECK DOWN
BEFORE YOU BLOW
A FUSE.

SPIDER-MAN?!
YOU'RE BEING
GLIB! WITH
ME?!

CALM
DOWN?!

WHAT KIND
OF MONSTER
ARE YOU?!

THIS IS ALL
YOUR FAULT!
YOU DID THIS
TO ME!

YOU AND
ALL OF YOUR
FREAKIN'
EXPERIMENTS!

EXPERI-
WHAA?

AH. RIGHT. GOTTA
BE SOMETHING
OTTO DID.
WONDERFUL.

SEE SSMTU
#6 NICK



OKAY. SO I'M SENSING YOU'RE MAD HERE.

AHH!

AND, HONESTLY, ELECTRO, YOU'RE PROBABLY IN THE RIGHT.

THIS ONE'S ON ME. KINDA.

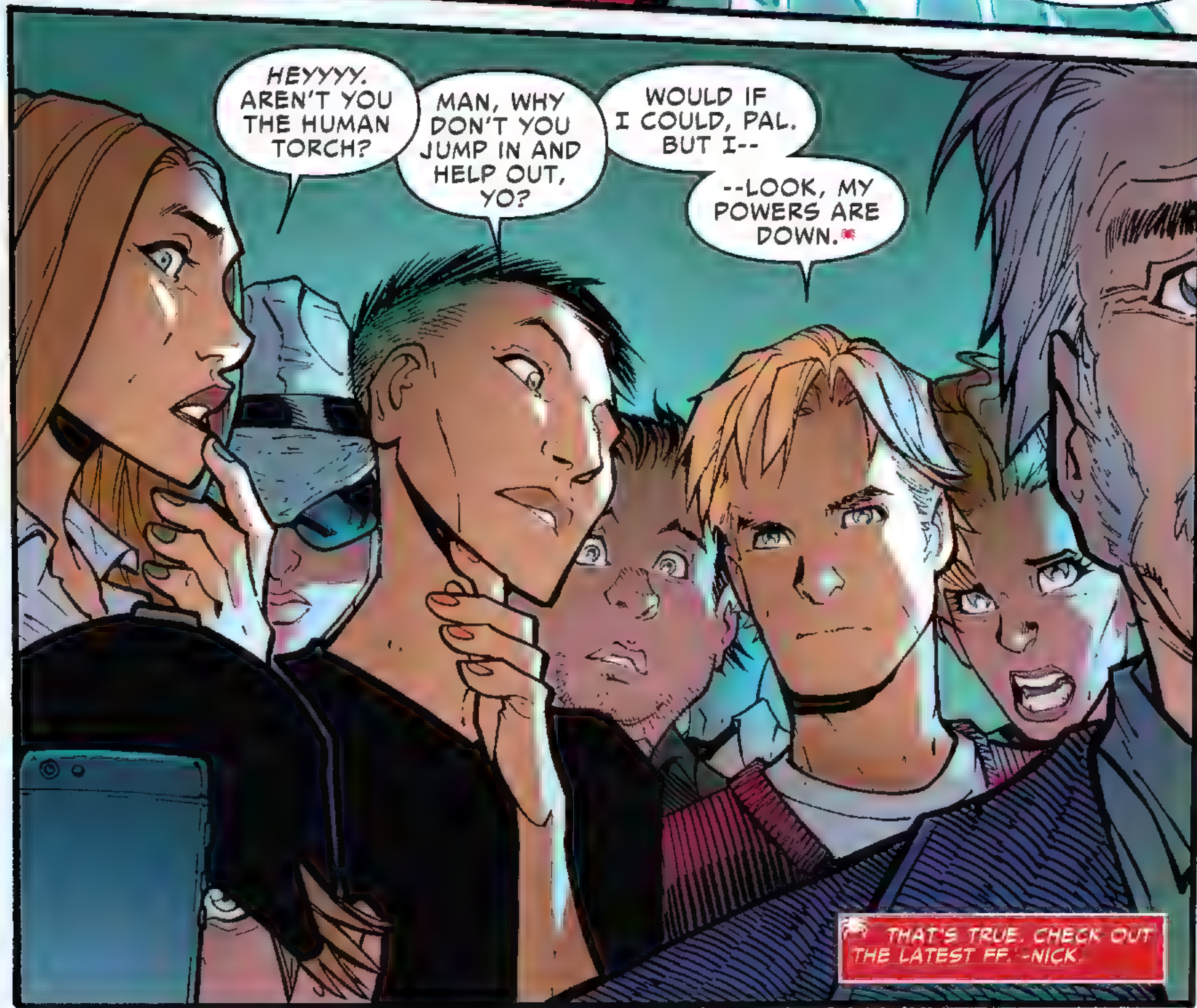
I'M GONNA KILL YOU!



WE COULD GO THAT WAY, BUT LET'S TRY SOMETHING NEW.

I'M A PRETTY SMART GUY. AND I'M TELLING YOU, MAX, IF YOU STAND DOWN...

...I THINK I CAN HELP FIND A WAY TO FIX THIS. WHATTAYA SAY?



HEYYYY. AREN'T YOU THE HUMAN TORCH?

MAN, WHY DON'T YOU JUMP IN AND HELP OUT, YO?

WOULD IF I COULD, PAL. BUT I--

--LOOK, MY POWERS ARE DOWN.



HOW... UNFORTUNATE.

THAT'S TRUE. CHECK OUT THE LATEST FF. -NICK

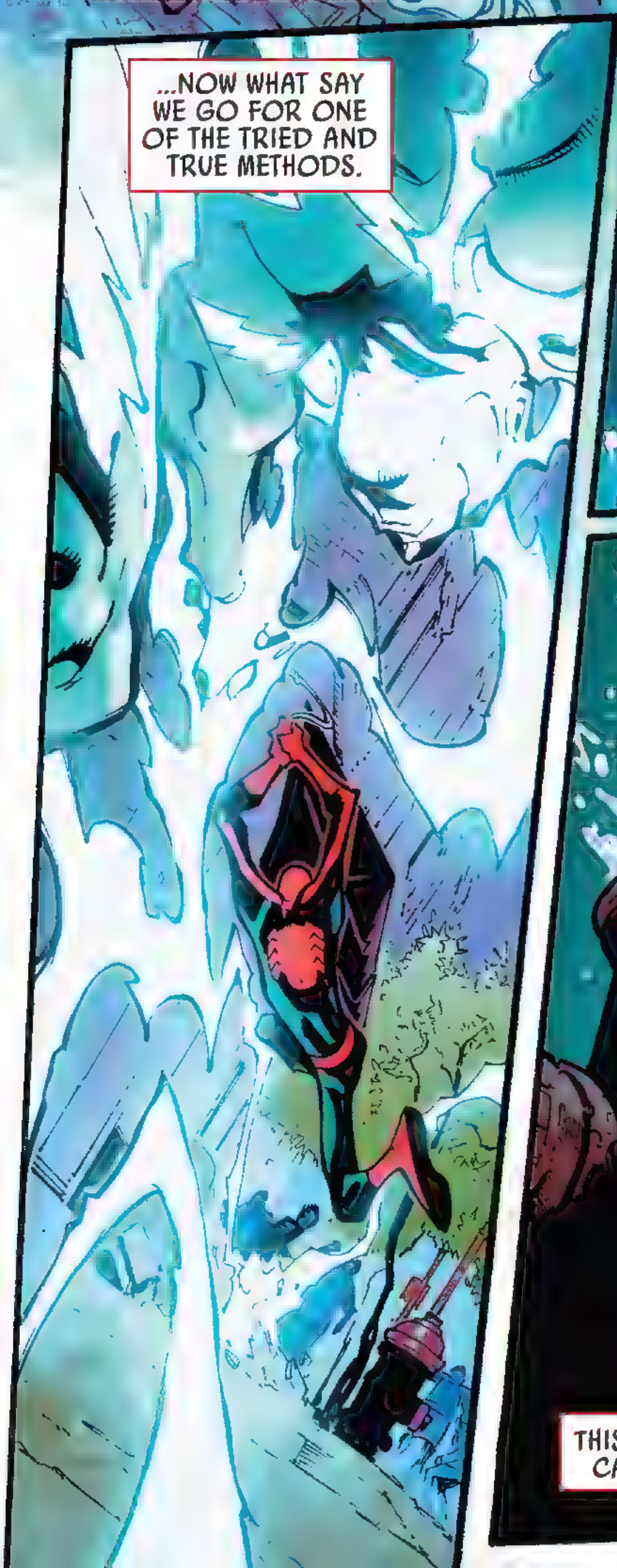


WHAT?! YOU WANT ME TO BE YOUR LAB RAT?! AGAIN?!

YOU THINK I'M STUPID?! HUH, BUG?!

ALLL RIGHT.

TRIED THE KINDLIER GENTLER SPIDEY APPROACH...



...NOW WHAT SAY WE GO FOR ONE OF THE TRIED AND TRUE METHODS.



THAT'S IT, MAX. KEEP FOLLOWING ME.

THWIP



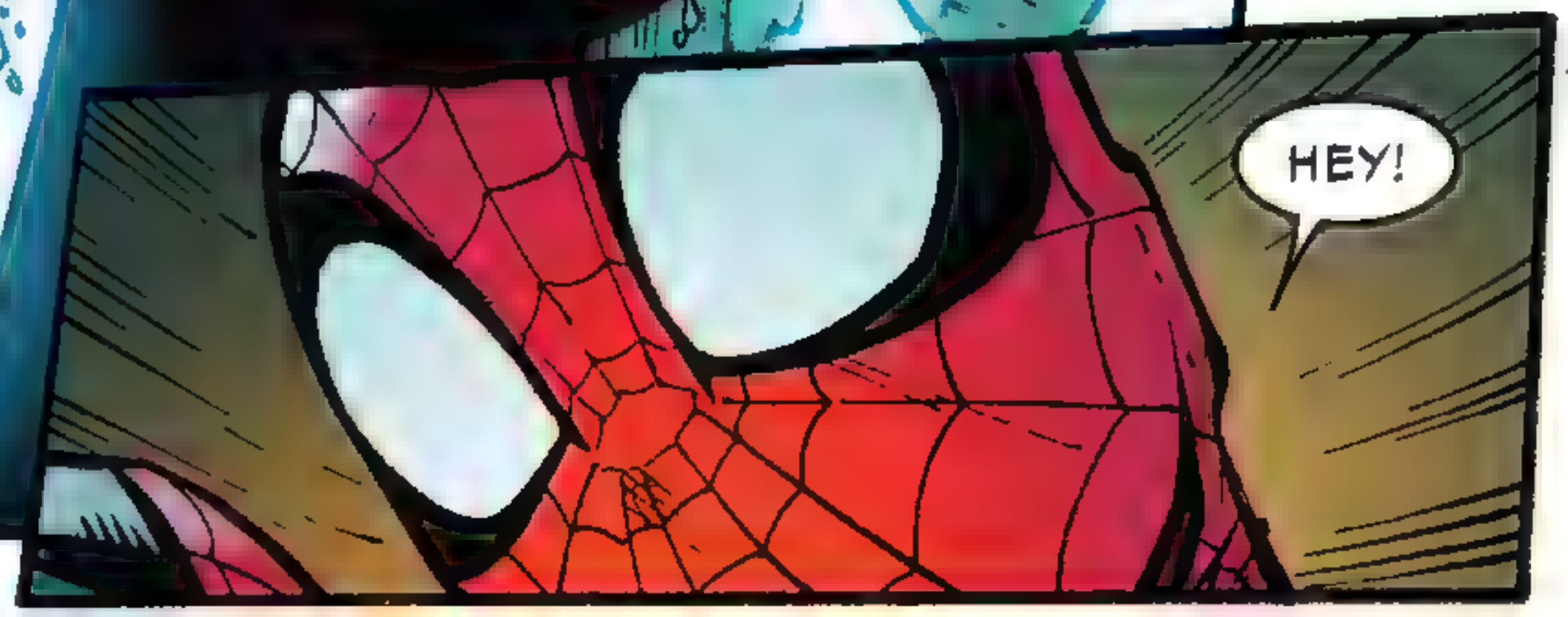
PONK

THIS IS A LITTLE MOVE I CALL "OLD FAITHFUL".



AND WHEN IT COMES TO ELECTRO, IT NEVER FAILS TO--

PLIP

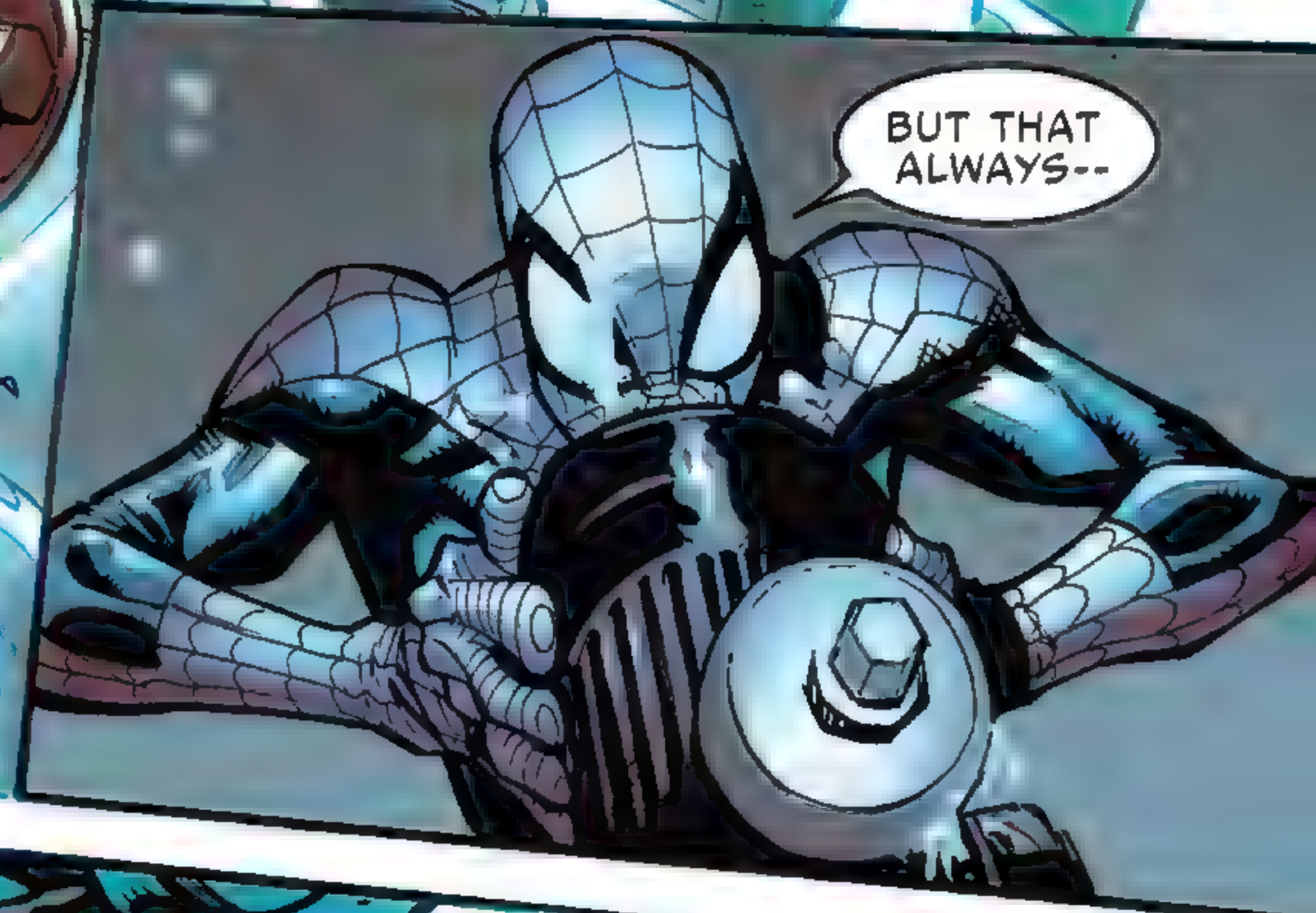


HEY!



WHAT GIVES?!

STAND STILL, YOU ARROGANT LITTLE--

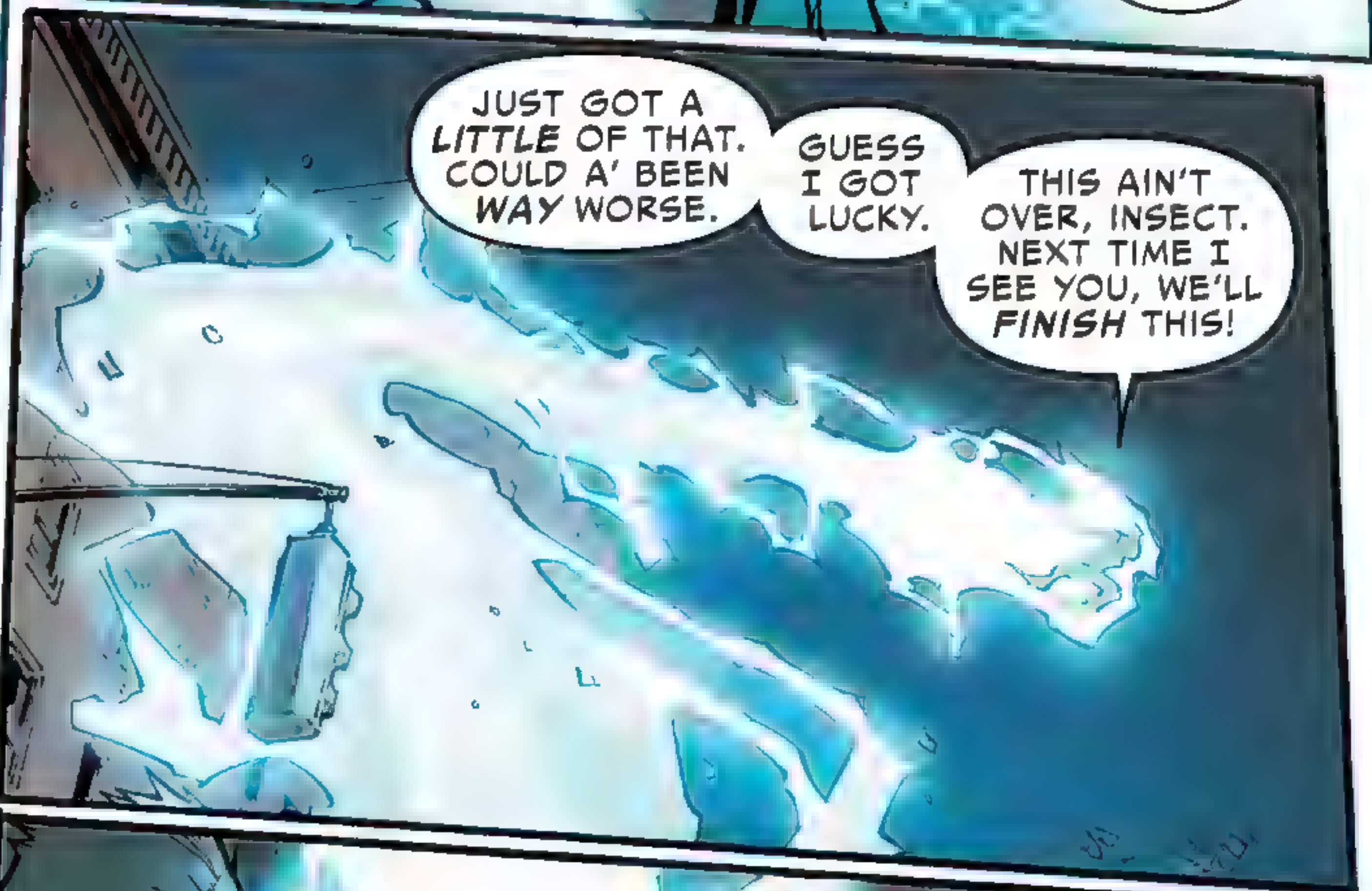


BUT THAT ALWAYS--



TSS

OW!



JUST GOT A LITTLE OF THAT. COULD A' BEEN WAY WORSE.

GUESS I GOT LUCKY.

THIS AIN'T OVER, INSECT. NEXT TIME I SEE YOU, WE'LL FINISH THIS!



YEAH. YOU GOT LUCKY, ELECTRO. NOW WE'RE EVEN.

BUT STILL... MAYBE I SHOULD KEEP AN EYE ON YOU.

ELECTRO UNKNOWINGLY FREED BLACK CAT LAST ISSUE. NICK



YOU KNOW WHAT?
SUIT NEEDED A WASH
ANYWAY.

NOT LETTING
IT GET TO ME.
NOT LETTING
IT--



DUM-DUM-
DUM-DUM
DUUUUUUU

I REALLY
GOTTA CHANGE
THAT.
WHO IS
IT THIS
TIME?



AH, THE HUMAN TORCH.
THAT'S OUR CODE TO
MEET...

...AT THE STATUE
OF LIBERTY.



C'MON,
MATCHSTICK HEAD.
YOU CALLED FOR
THIS LITTLE POW-
WOW. WHAT'S
KEEPING YOU?

SPIIIIDEY!

HUH?



HEY,
WEB-HEAD!
DOWN
HERE!



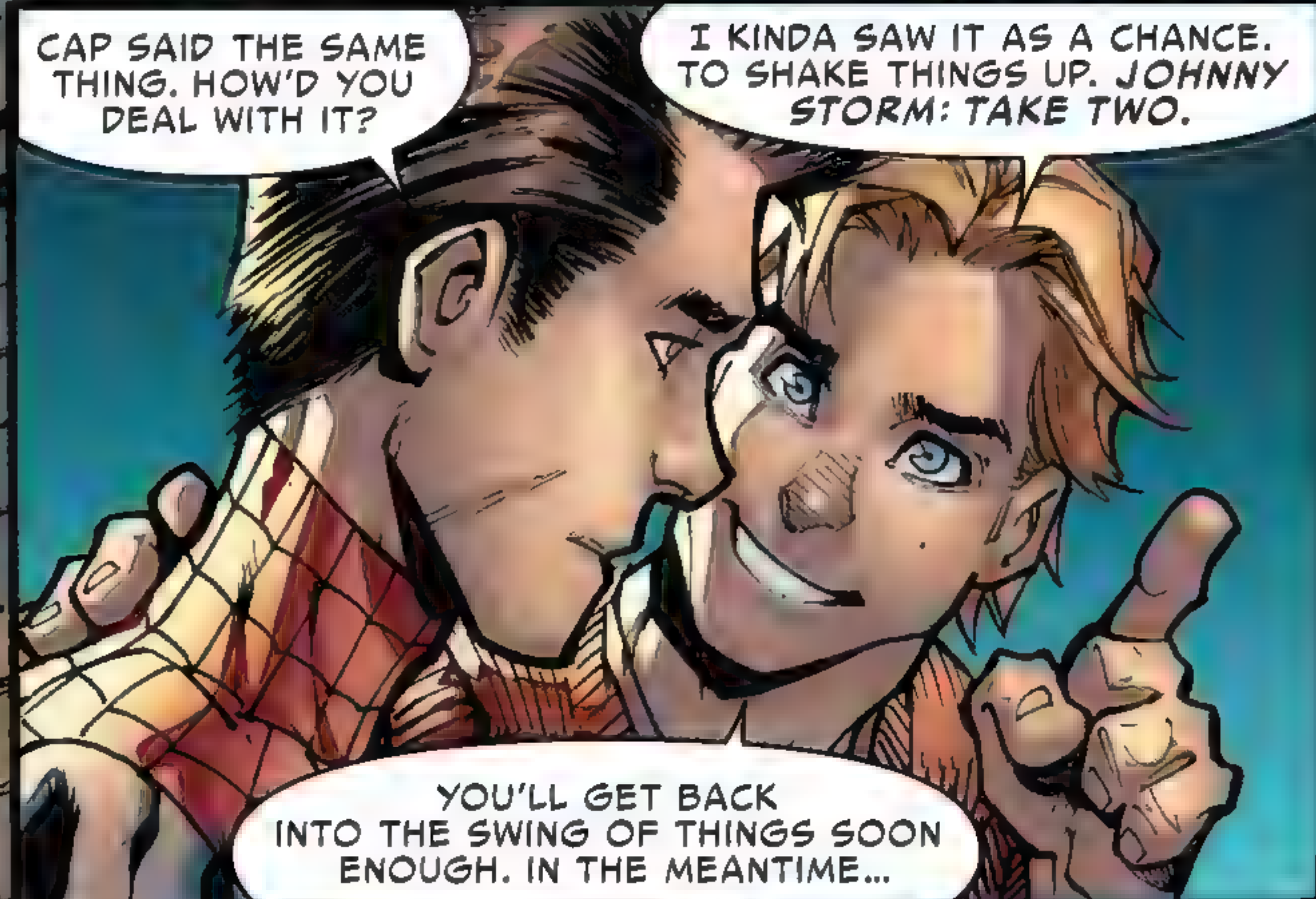
...SO THE WHOLE TIME I WAS ON A COSMIC FAMILY ROAD TRIP...YOU WERE REPLACED BY DOC OCK?

WEIRD, RIGHT? HOW'D YOU HEAR?

IRON MAN. WORD GETS AROUND.

NOT FAST ENOUGH.

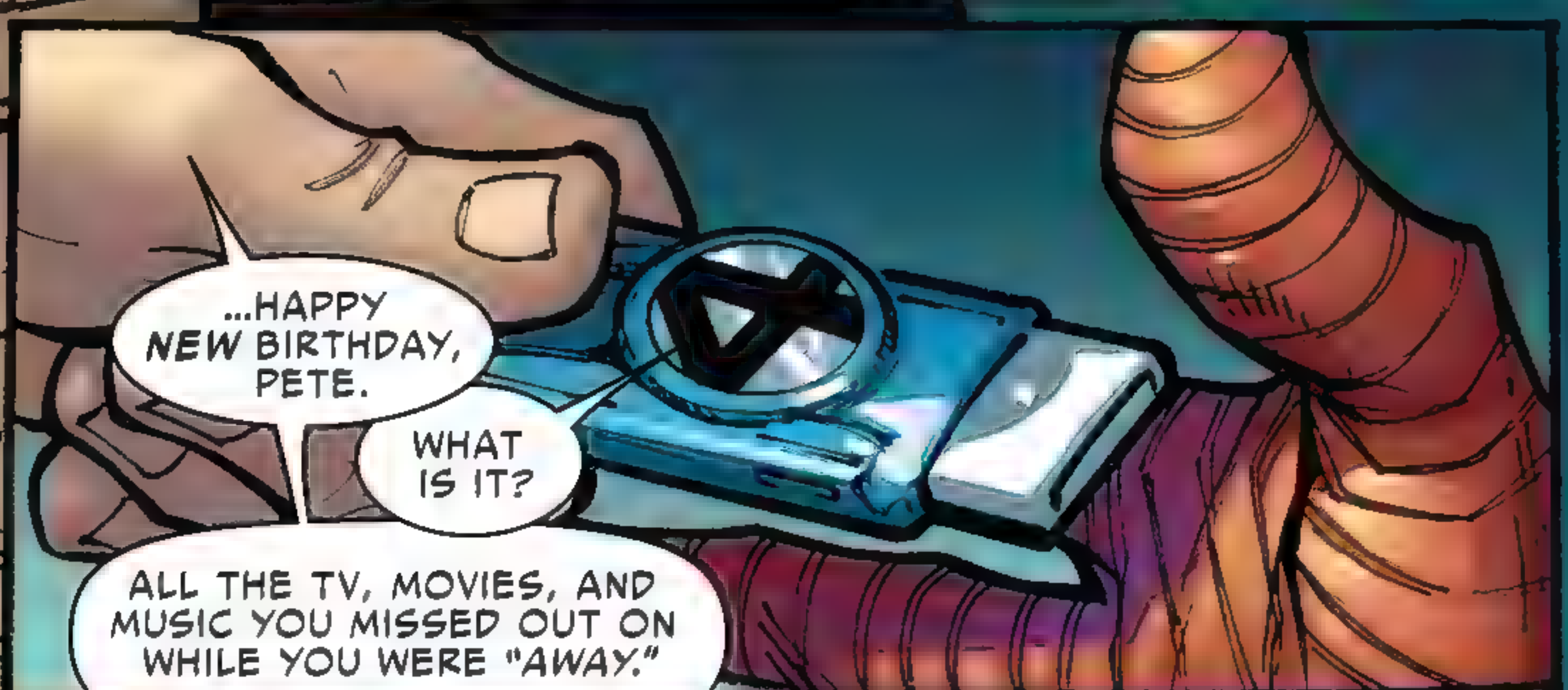
Y'KNOW A WHILE BACK, WHEN I "DIED" IN THE NEGATIVE ZONE, IT WAS WEIRD FOR ME COMING BACK TO THE REAL WORLD, TOO.



CAP SAID THE SAME THING. HOW'D YOU DEAL WITH IT?

I KINDA SAW IT AS A CHANCE. TO SHAKE THINGS UP. **JOHNNY STORM: TAKE TWO.**

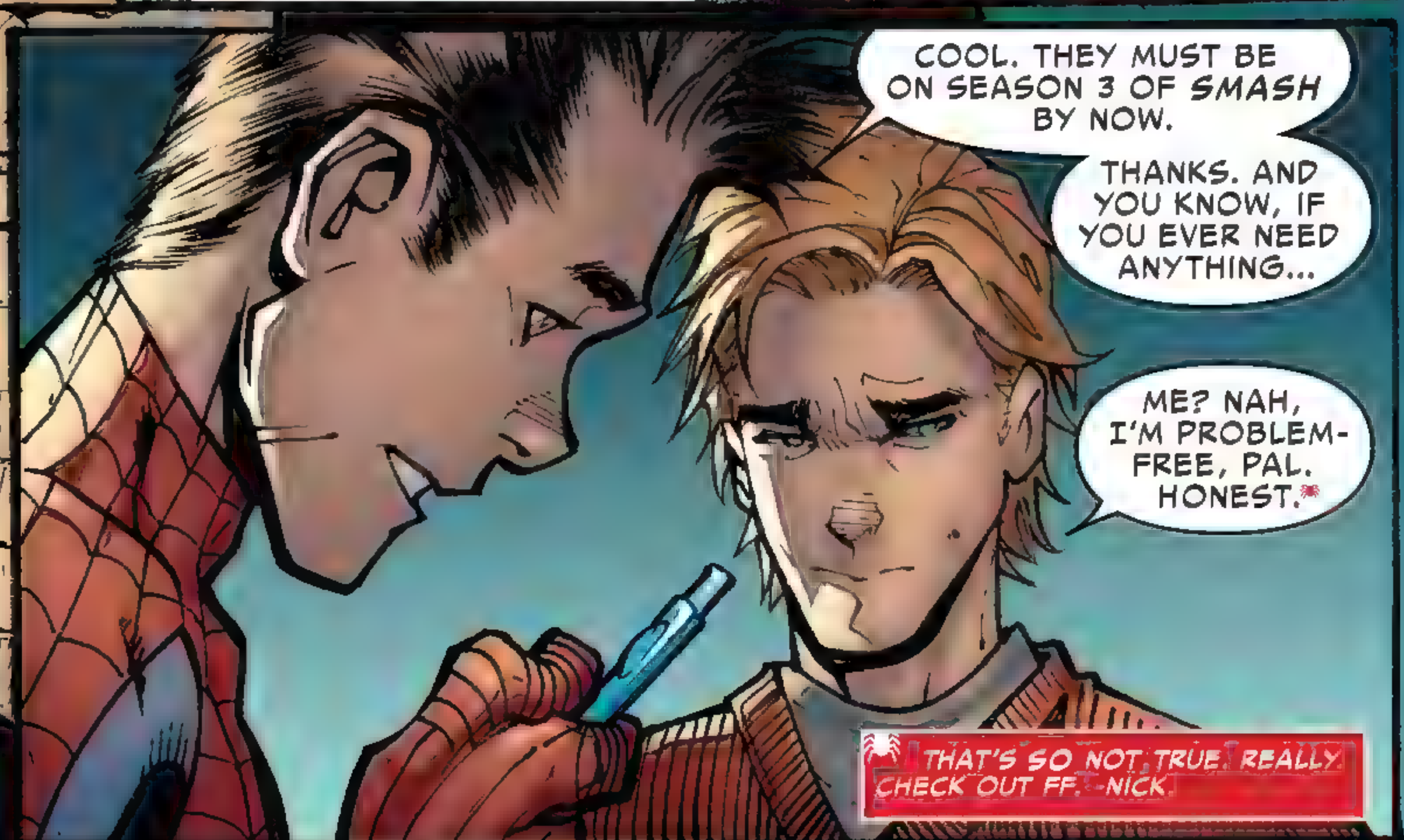
YOU'LL GET BACK INTO THE SWING OF THINGS SOON ENOUGH. IN THE MEANTIME...



...HAPPY NEW BIRTHDAY, PETE.

WHAT IS IT?

ALL THE TV, MOVIES, AND MUSIC YOU MISSED OUT ON WHILE YOU WERE "AWAY."



COOL. THEY MUST BE ON SEASON 3 OF *SMASH* BY NOW.

THANKS. AND YOU KNOW, IF YOU EVER NEED ANYTHING...

ME? NAH, I'M PROBLEM-FREE, PAL. HONEST.

THAT'S SO NOT TRUE! REALLY CHECK OUT FF. NICK



ALL I KNOW IS I'VE GOT A LOT OF WORK TO DO. DOC OCK REALLY DID A NUMBER ON ME.

SMALL FAVORS. BY THE END, OTTO WENT PRETTY LOOPY.

DUDE, YOU'RE LUCKY HE DIDN'T GIVE YOU A BOWL CUT.

HIRING SPIDER-HENCHMEN. BUILDING GIANT SPIDER-ROBOTS. TURNING THE RAFT OVER THERE INTO HIS OWN SPIDER-BASE.



Y'KNOW, WITH THAT OTHER SUPER-PRISON BLOWN UP, NEW YORK COULD REALLY USE...



I KNOW WHAT WE'RE GOING TO DO NEXT!



EARLIER TONIGHT, I TOOK OFF TO CHECK OUT THE SPIDER-MAN/ELECTRO FIGHT--

PARKER! YOU PROMISED YOU'D SEVER YOUR TIES WITH SPIDER-MAN!

THIS ISN'T ABOUT SPIDEY. IT'S ABOUT ELECTRO.

AFTER THE EVENTS OF THE LAST FEW DAYS, NEW YORK CITY HAS SUPER-POWERED CRIMINALS RUNNING AROUND AND NO WAY TO CAPTURE OR IMPRISON THEM.

WELL, I'VE GOT YEARS OF EXPERIENCE COMING UP WITH COUNTER-MEASURES FOR THEIR POWERS. I DID THAT FOR SPIDER-MAN. NOW I CAN DO IT FOR US.



AS OF RIGHT NOW, I'M PUTTING OUR CYBERNETICS LINE ON HOLD.

WE'RE GONNA PUT OUR HEADS TOGETHER AND COME UP WITH WAYS TO TRAP, CURE, AND DEPOWER ELECTRO.

AND THEN... PARKER INDUSTRIES IS GOING AFTER THE CONTRACT TO BUILD NEW YORK THE BEST SUPER VILLAIN PRISON EVER!



TODAY...
THE WOMAN IN
THE WINDOWLESS
ROOM.

BORED. BORED.
BORED!

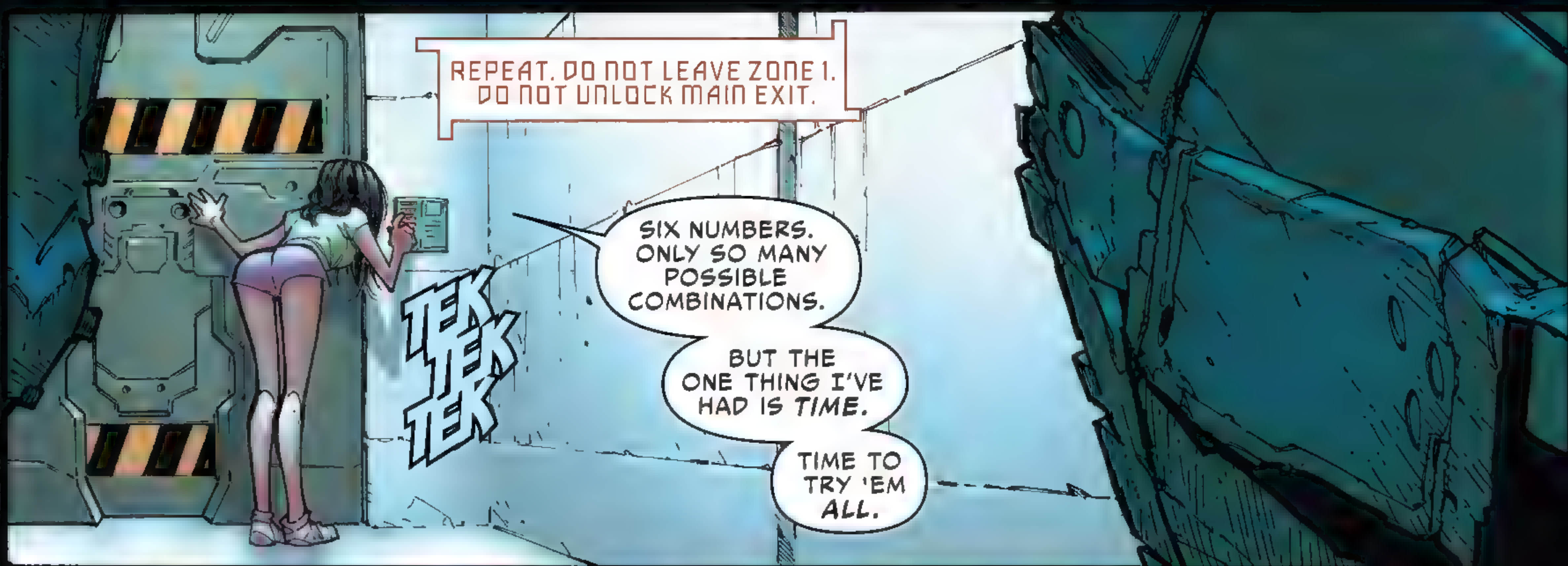
SAME
WALLS. SAME
CEILING. SAME
BOOKS.

SAME
EVERYTHING.

SAME
PICTURES
OF A FAMILY
THAT...

...I
HAVEN'T
SEEN IN
YEARS.



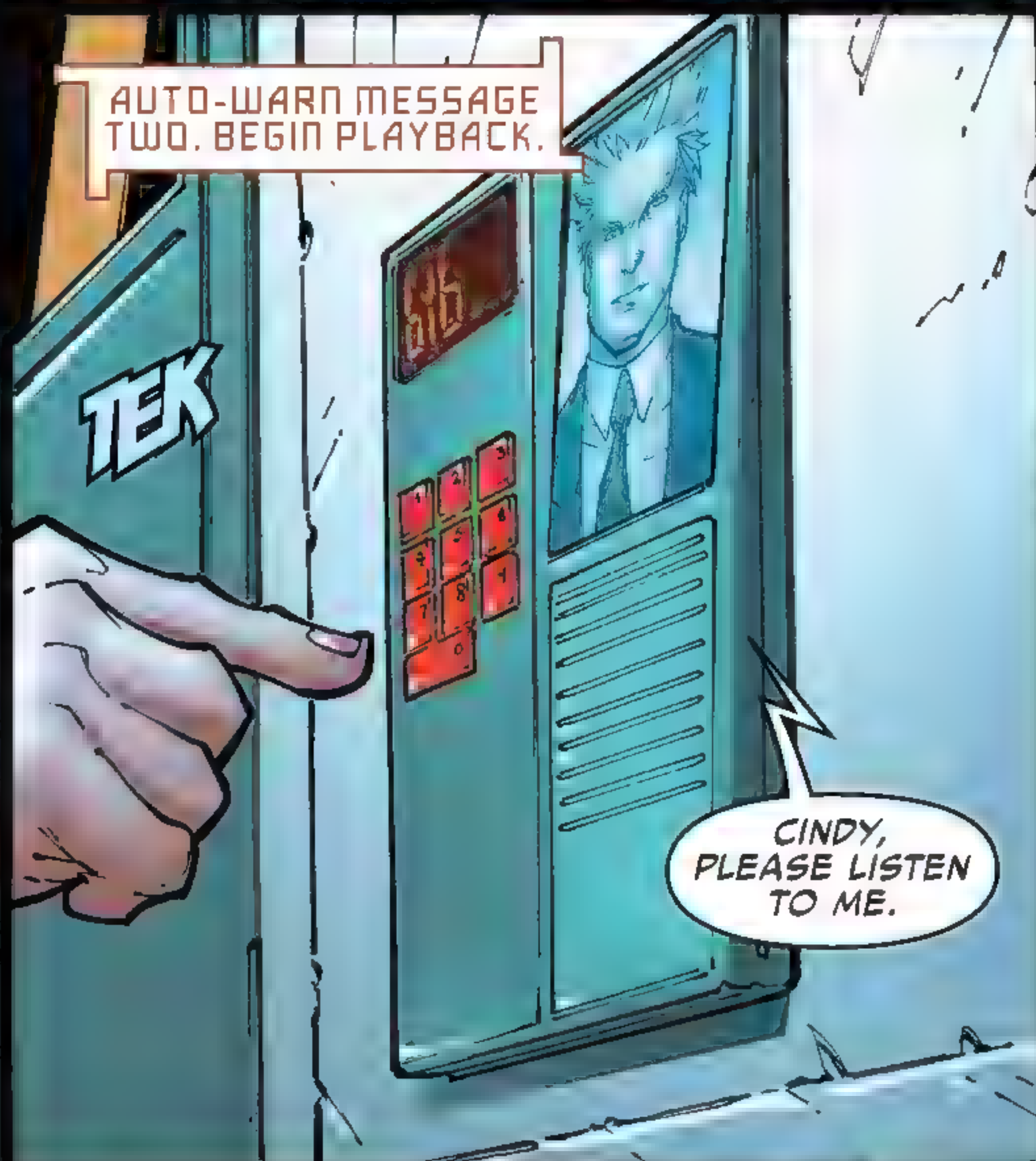


REPEAT. DO NOT LEAVE ZONE 1.
DO NOT UNLOCK MAIN EXIT.

SIX NUMBERS.
ONLY SO MANY
POSSIBLE
COMBINATIONS.

BUT THE
ONE THING I'VE
HAD IS TIME.

TIME TO
TRY 'EM
ALL.



AUTO-WARN MESSAGE
TWO. BEGIN PLAYBACK.

CINDY,
PLEASE LISTEN
TO ME.

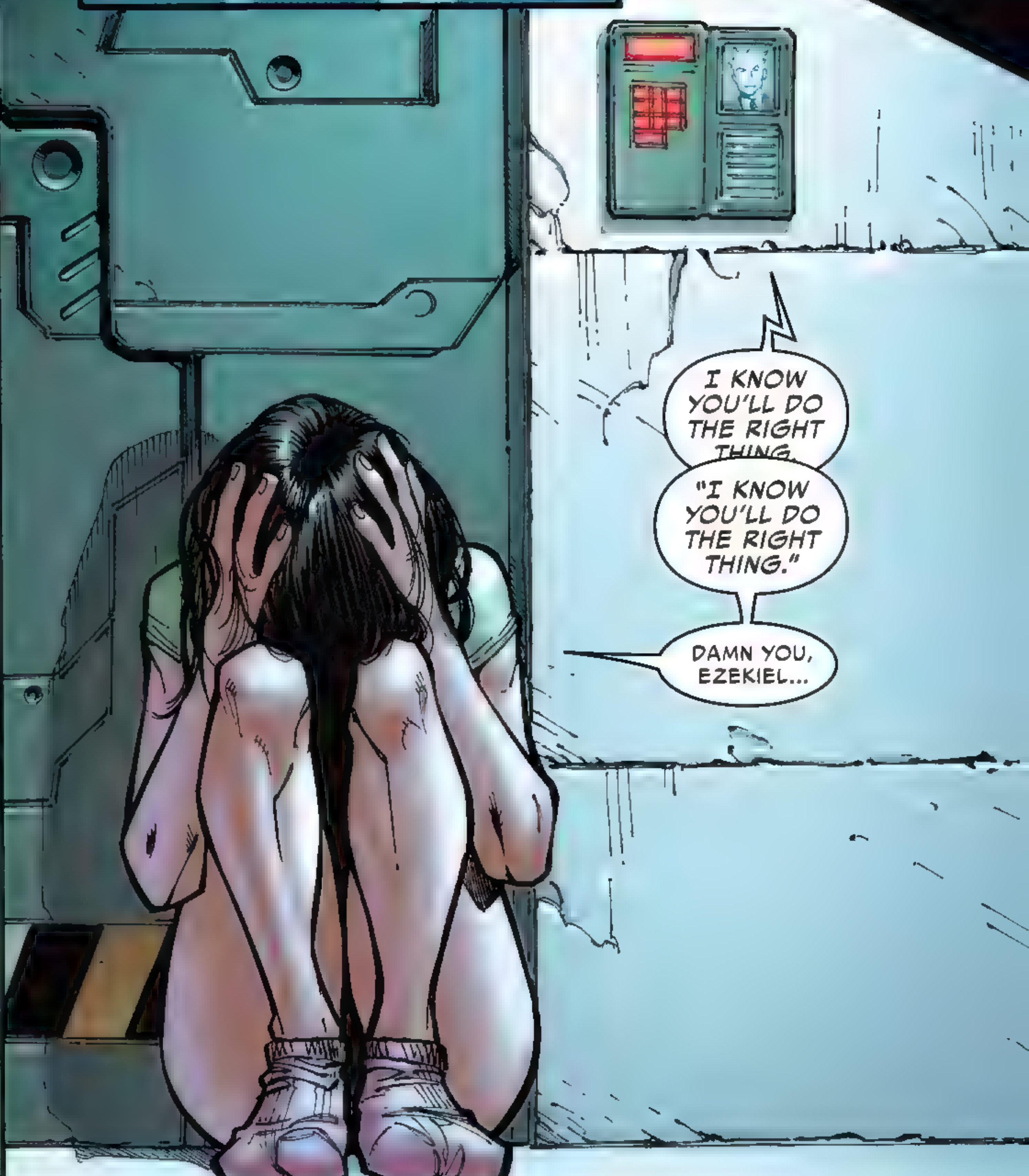


I KNOW YOU
WANT TO LEAVE
THE BUNKER. AND IF
YOU'RE HEARING THIS,
I CAN'T STOP YOU.
BUT YOU KNOW WHY
YOU HAVE TO STOP
YOURSELF.

NOT JUST
FOR YOUR SAKE...
BUT FOR THE
REST OF US.



YOU KNOW
WHAT YOU'D BRING
DOWN UPON US.
YOU DON'T WANT
THAT, CINDY.
PLEASE.



I KNOW
YOU'LL DO
THE RIGHT
THING.

"I KNOW
YOU'LL DO
THE RIGHT
THING."

DAMN YOU,
EZEKIEL...

THE UPPER EAST SIDE.

TEK
TEK
TEK
TEK
TEK

LET'S SEE. SIX
NUMBERS, 10
DIGITS, THAT'S A
MILLION POSSIBLE
COMBINATIONS...

TEK

SYSTEM
DISARMED.

GOT
IT ON
THE FIRST
TRY.

LUCKY
GUESS.

FANCY. SOMEONE'S PUT A LOT
OF WORK INTO THE PLACE. I
DID THAT ONCE.

AND JUST WHEN
I GOT EVERYTHING
IN FELICIA HARDY'S
PERFECT LITTLE
PENTHOUSE JUST
RIGHT...

...THAT'S WHEN THE
SPIDER TOOK IT AWAY
FROM ME. ALL OF IT.

BUT SO WHAT?
WHEN YOU'RE
THE **BLACK CAT**,
EVERY
PENTHOUSE...

...IS YOUR
PENTHOUSE.

EDGAR!
IT'S A
BURGLAR!

W-WHAT
DO YOU
WANT?

WHAT'VE
YOU GOT?



FUNNY. I SPENT YEARS
STEALING MONEY TO
BUY CHAMPAGNE AND
CAVIAR...

...INSTEAD OF JUST
STEALING THE CHAMPAGNE
AND CAVIAR.

I REALLY DID HAVE TO
LOSE IT ALL TO REALIZE
THAT EVERYTHING'S ALREADY
MINE. I JUST HAVE TO REACH
OUT AND TAKE IT.

AND WHAT I
WANT NEXT IS
YOU, SPIDER.

THE HEART FROM
YOUR CHEST. YOUR
HEAD ON A PLATE
BUT FIRST...

...I WANT TO WATCH
YOU SQUIRM.

ALPHABET CITY.

AN ABANDONED BUILDING,
WHERE A NUMBER OF THE
CITY'S HOMELESS ARE
HOLED UP FOR THE NIGHT...

...INCLUDING THE
SUPER-POWERED
FUGITIVE, ELECTRO.

PLEASE...
LET ME
GO...

ZZKT

--NO...

ZZT

NEVER, YOU DOLT.
YOU'RE MY PERSONAL
LITTLE PUPPET,
ELECTRO. MY
PLAYTHING!

AND YOU KNOW
ME, MAX. I JUST
LOVE BREAKING
ALL MY TOYS.
HA HA HA!

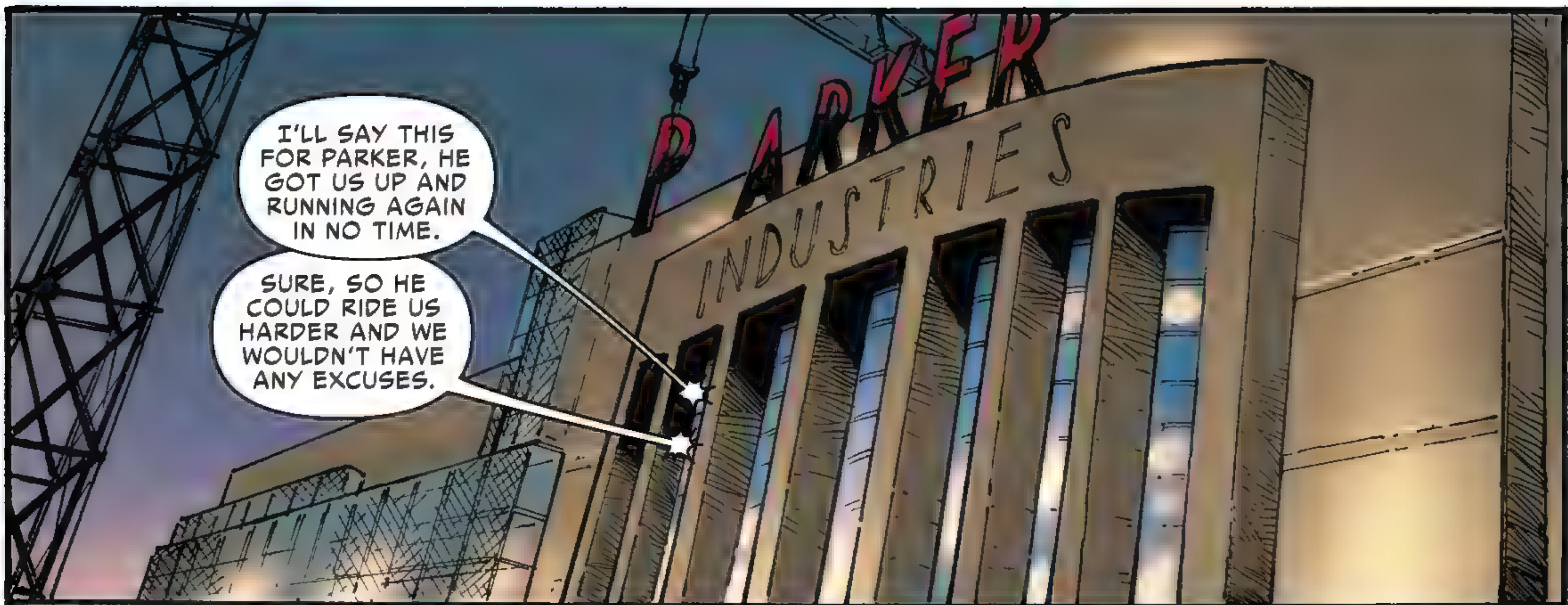
NNOOOO!!

ZRAK!

AHH!
DID I DO
THAT?!

YOU DID THIS
TO ME, SPIDER-
MAN! I CAN'T
EVEN SLEEP
'CAUSE A'
YOU!

THIS IS ALL
YOUR FAULT!
THIS IS ALL
ON YOU!



I'LL SAY THIS FOR PARKER, HE GOT US UP AND RUNNING AGAIN IN NO TIME.

SURE, SO HE COULD RIDE US HARDER AND WE WOULDN'T HAVE ANY EXCUSES.



SO GET TO IT! HE WANTS US TO FIGURE OUT WAYS TO FIND, CAPTURE, AND CURE ELECTRO! WORK FASTER, 'CAUSE I DO NOT WANT TO GET ON HIS BAD SIDE!

AH! DON'T SAY THAT! SERIOUSLY! HE IS LIKE THE SCARIEST BOSS I'VE EVER--



HEY, GUYS! WHO'S UP FOR CASUAL FRIDAYS?

WHAT? NO ONE GOT MY MEMO? HAWAIIAN SHIRTS! AND POI IN THE BREAK ROOM! ON MOI!

HEAR THAT, WORLD? FROM THIS DAY FORWARD, YOURS TRULY, PETER PARKER, C.E.O. OF PARKER INDUSTRIES...

...IS MR. FUN BOSS! THE GUY YOU WANT TO WORK FOR.



AND BELOVED BY ALL HIS EMPLOYEES.

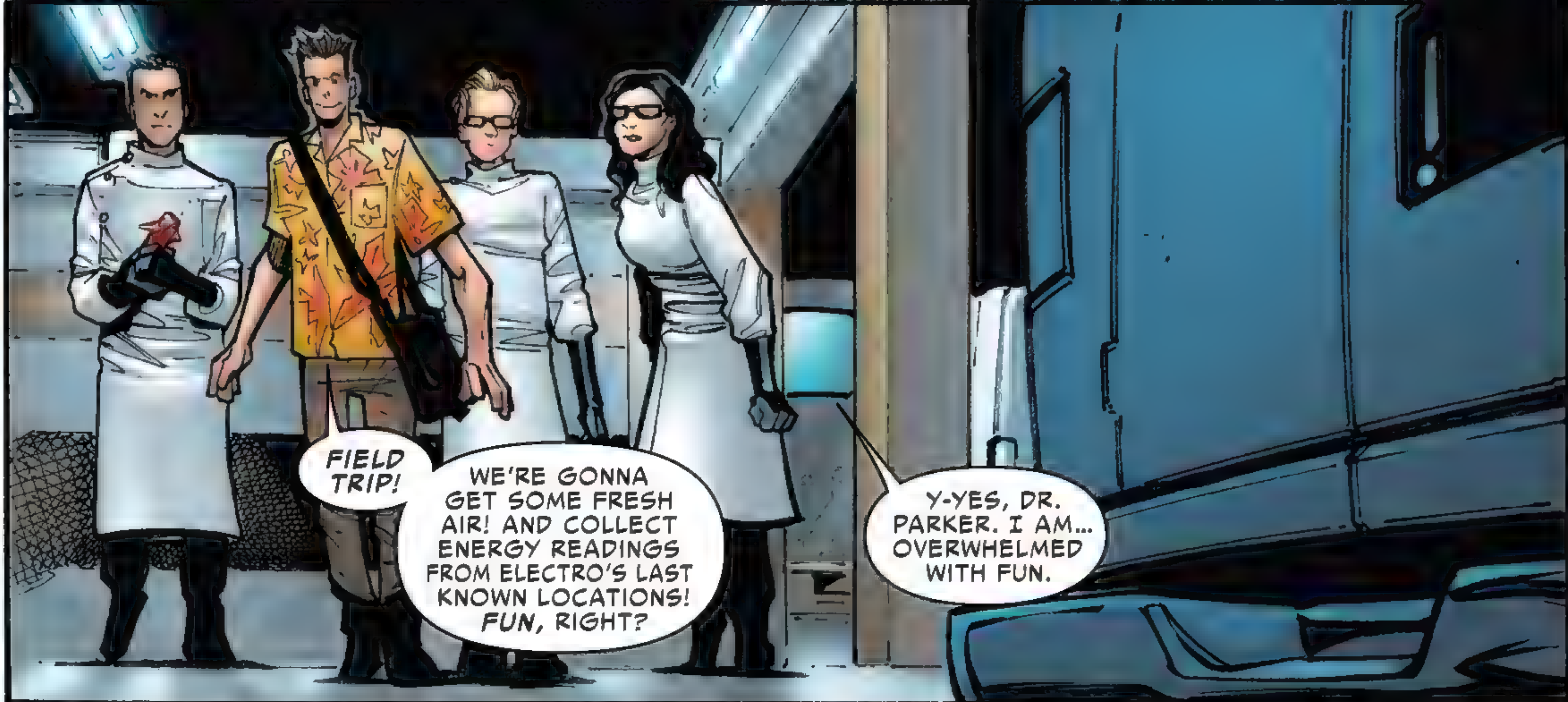
IS HE BIPOLAR?



SIR, WE'VE FINISHED THE TRACKING DEVICE. IT'S OPERATIONAL AND ATTUNED TO ELECTRO'S ENERGY SIGNATURE. AHEAD OF SCHEDULE.

OH! GREAT WORK. WOW.

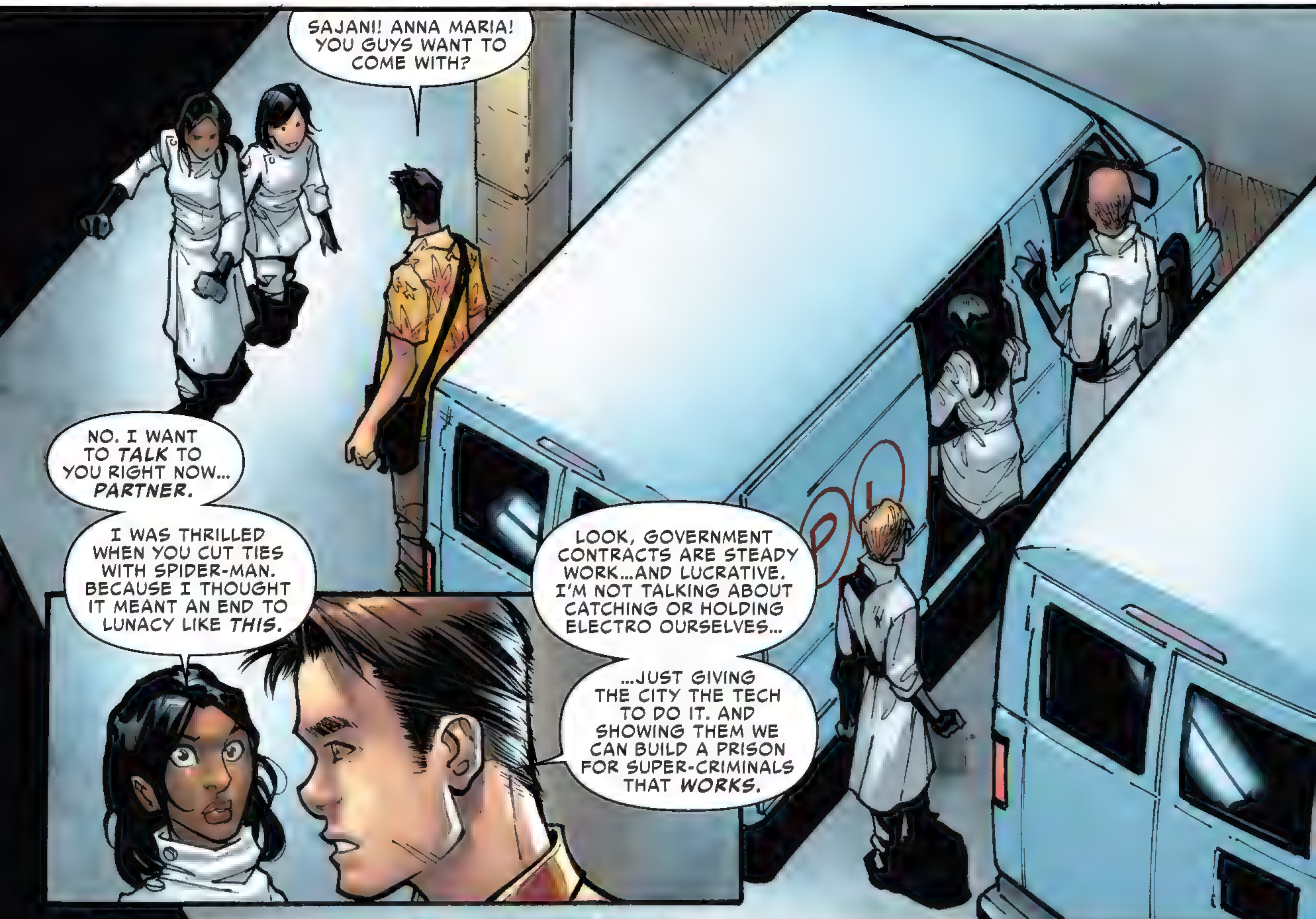
HEY, Y'KNOW WHAT THIS MEANS?



FIELD TRIP!

WE'RE GONNA GET SOME FRESH AIR! AND COLLECT ENERGY READINGS FROM ELECTRO'S LAST KNOWN LOCATIONS! FUN, RIGHT?

Y-YES, DR. PARKER. I AM... OVERWHELMED WITH FUN.



SAJANI! ANNA MARIA! YOU GUYS WANT TO COME WITH?

NO. I WANT TO TALK TO YOU RIGHT NOW... PARTNER.

I WAS THRILLED WHEN YOU CUT TIES WITH SPIDER-MAN. BECAUSE I THOUGHT IT MEANT AN END TO LUNACY LIKE THIS.

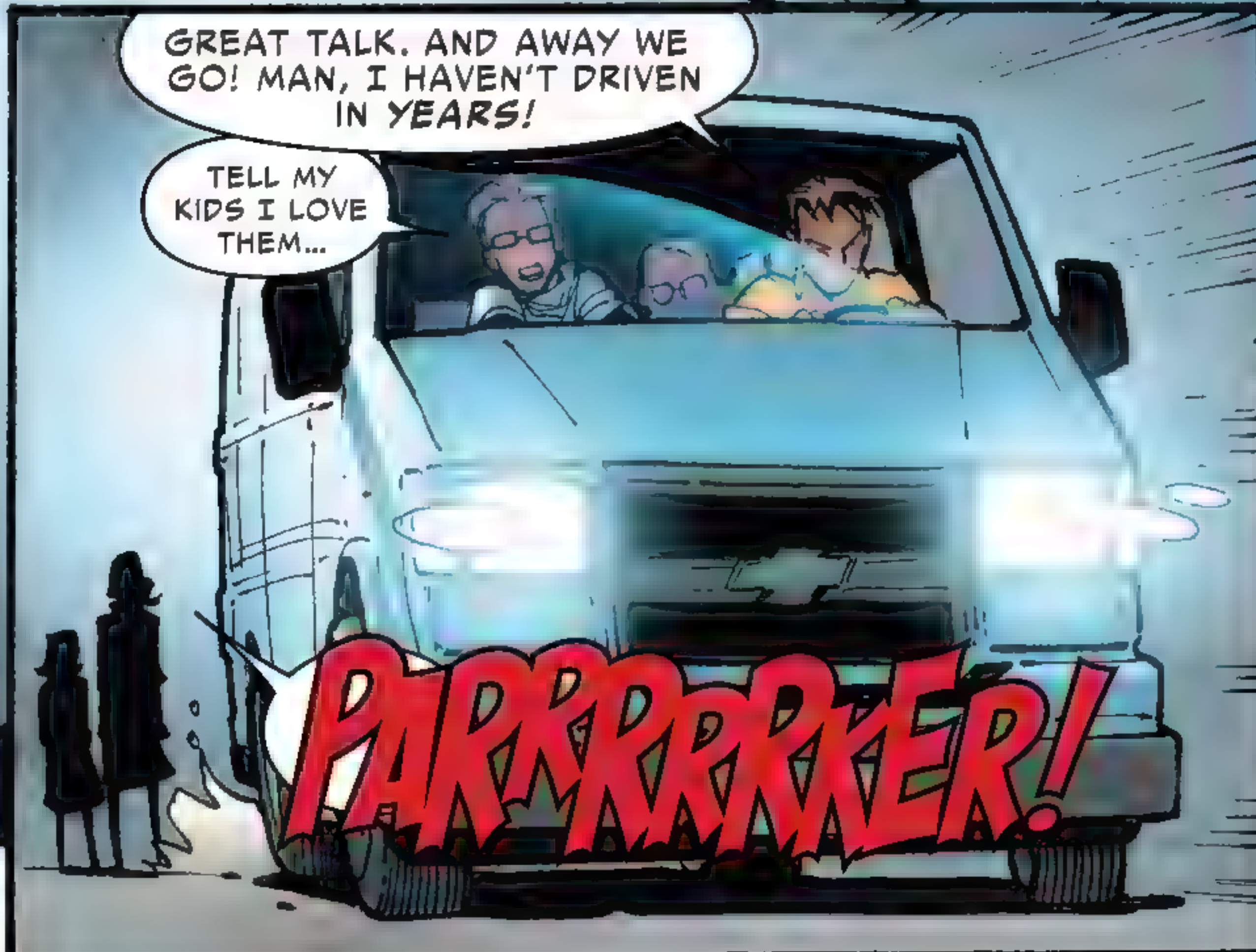
LOOK, GOVERNMENT CONTRACTS ARE STEADY WORK...AND LUCRATIVE. I'M NOT TALKING ABOUT CATCHING OR HOLDING ELECTRO OURSELVES...

...JUST GIVING THE CITY THE TECH TO DO IT. AND SHOWING THEM WE CAN BUILD A PRISON FOR SUPER-CRIMINALS THAT WORKS.



BEFORE, I WAS PART OF THE PROBLEM. NOW I WANT TO BE PART OF THE SOLUTION.

JUST WAIT, SAJANI. YOU'LL SEE.



GREAT TALK. AND AWAY WE GO! MAN, I HAVEN'T DRIVEN IN YEARS!

TELL MY KIDS I LOVE THEM...

PARRRRRKE!



I DO NOT GET HIM. WE SPEND ALL OUR TIME DEVELOPING NANO-TECH, AND HE WANTS TO FLUSH IT ON A WHIM?

HE'S...EASILY DISTRACTED. BUT I COULD FINISH THE NANITE PROJECT, SAJANI.

PETE AND I HAVE GONE OVER IT A LOT. I PROBABLY KNOW IT AS WELL AS HIM NOW.

I KNOW I DO, 'CAUSE THE "PETE" WHO TOLD ME ABOUT IT WAS REALLY OTTO OCTAVIUS.

IT'S STILL SO WEIRD... THAT THE MAN I FELL IN LOVE WITH WAS A MIND-SWAPPED DOCTOR OCTOPUS. BUT HIS WORK WAS BRILLIANT, AND IT DESERVES TO LIVE ON.



OKAY, I'LL BACK YOU. BUT ONLY IF YOU KEEP IT ON THE DOWN LOW. I CAN'T HAVE PETER KILL THIS AGAIN--

LET ME WORRY ABOUT PETER. I'LL HIT THE LAB AND HAVE IT WORKED OUT IN NO TIME.

BIG TALK, MARCONI. THIS IS COMPLEX WORK. AND I'M GONNA NEED HELP WITH IT.
BUT PETER--I MEAN OTTO--DIDN'T TRUST ANYONE ELSE ENOUGH TO SHARE HIS SECRETS WITH--



ANNA MARIA-- WHIRR CLICK-ICK...

DO YOU REQUIRE ASSISTANCE? -CLICK-ICK.

OR A TASTY BEVERAGE?

WELL, THAT'S CONVENIENT.

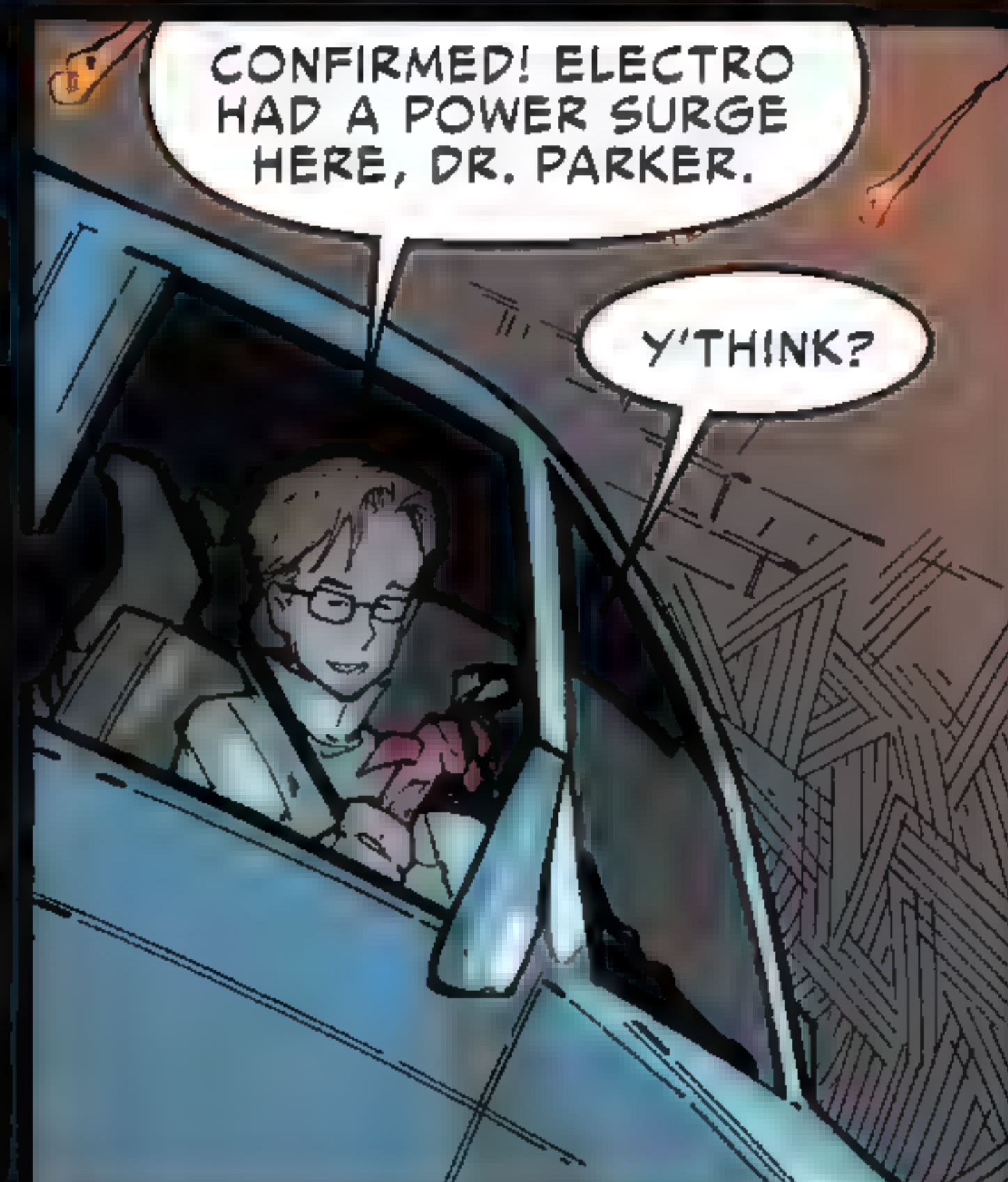
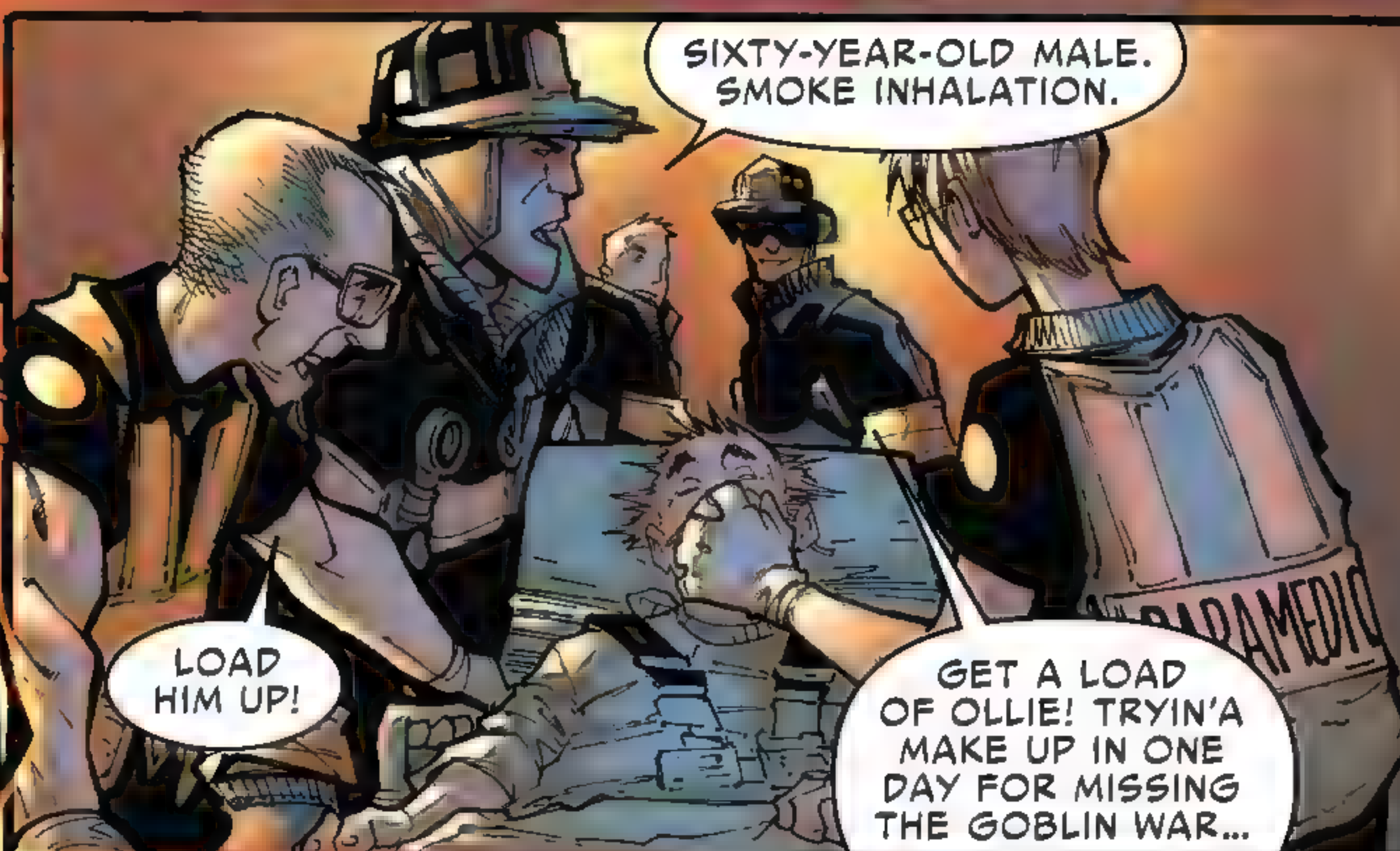
ALPHABET CITY.

BUILDING'S
CONDEMNED--TOOK
STRUCTURAL DAMAGE
IN THE GOBLIN
WAR.

BUT WE GOT
REPORTS OF
HOMELESS INSIDE.
NO WAY TO KNOW
HOW MANY.

OKAY, LET'S
MOVE! WHERE'S
OLIVARES?

OLLIE? HE
WAS THE FIRST
INSIDE...





WOULDN'T HAVE BROUGHT YOU IF I KNEW IT WAS AN ACTIVE SCENE, BUT NOW WE'RE HERE, GET YOUR READINGS...

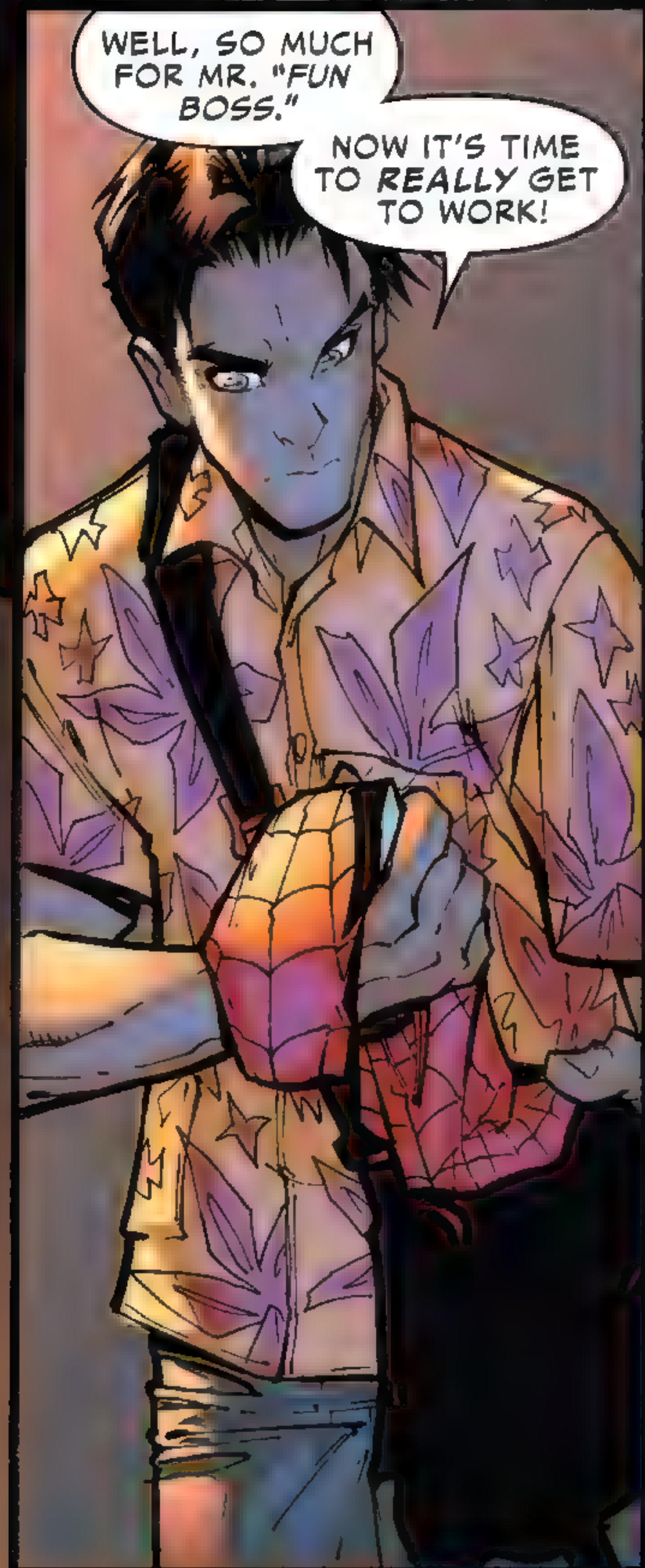
...FROM A *SAFE* DISTANCE. I'M GONNA...UH... GO.

GO, SIR? WHERE?

...TO GET SNACKS. IT'S A FIELD TRIP. OH, AND DRINKS. IMPORTANT TO STAY HYDRATED.

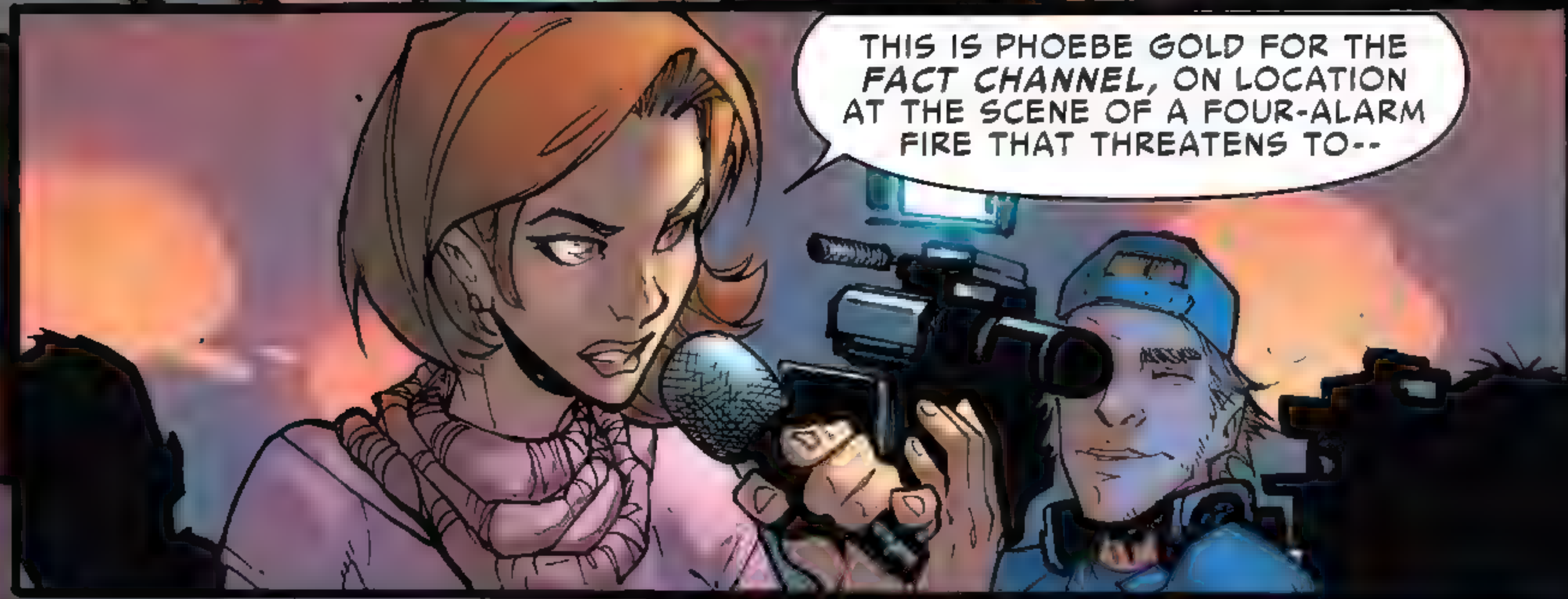
HE'S CRAZY.

DO NOT COME ANY CLOSER TO THE FIRE! THAT'S AN ORDER. A FRIENDLY, SUGGESTIVE ORDER.

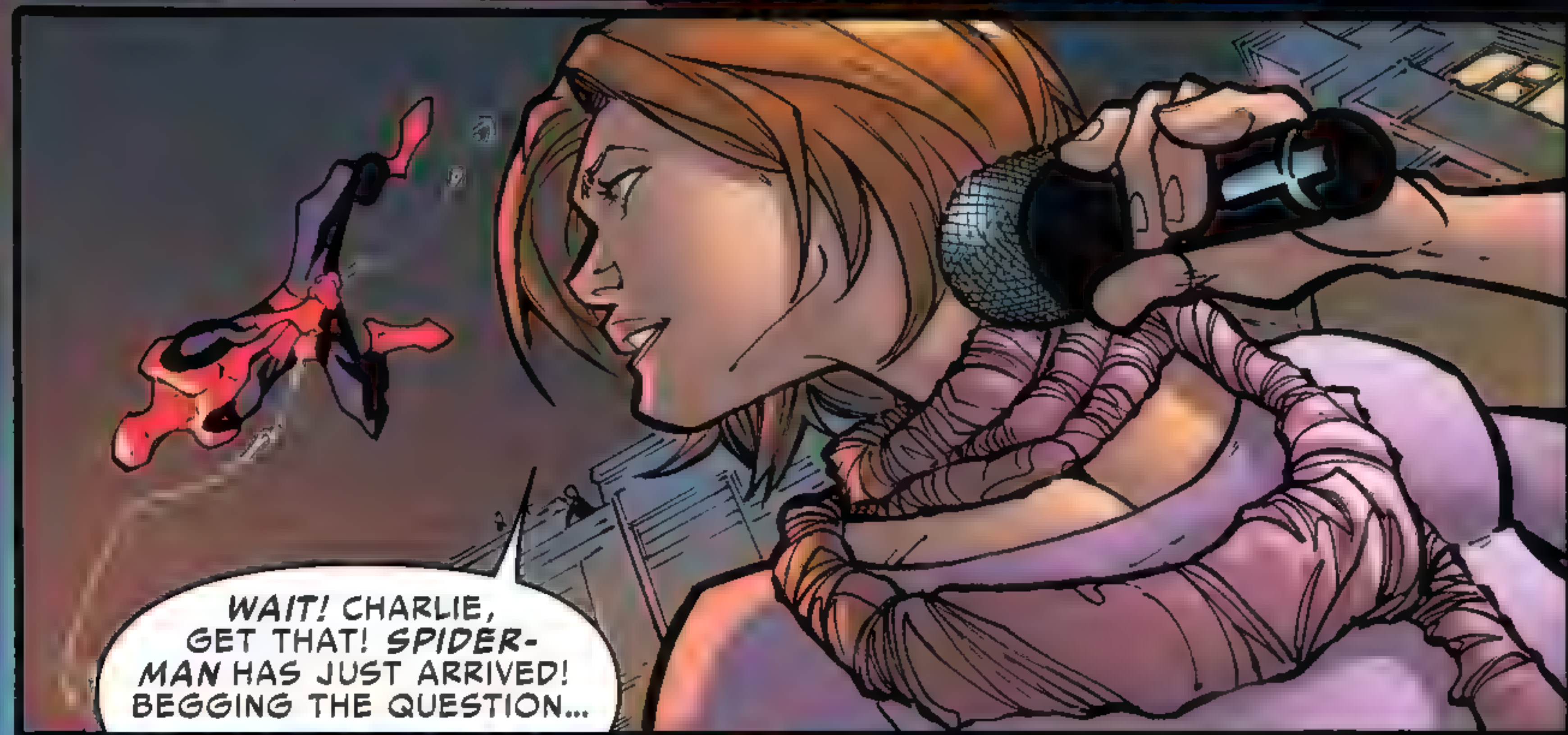


WELL, SO MUCH FOR MR. "FUN BOSS."

NOW IT'S TIME TO REALLY GET TO WORK!



THIS IS PHOEBE GOLD FOR THE **FACT CHANNEL**, ON LOCATION AT THE SCENE OF A FOUR-ALARM FIRE THAT THREATENS TO--



WAIT! CHARLIE, GET THAT! **SPIDER-MAN** HAS JUST ARRIVED! BEGGING THE QUESTION...



...IS THIS AN ORDINARY FIRE, OR IS SOMETHING MORE SINISTER AT WORK?

AS OUR VIEWERS WELL KNOW, WHEREVER **SPIDER-MAN** GOES, TROUBLE FOLLOWS.

HONEY, I LIKE THE WAY YOU THINK.



MR. JAMESON,
DID MY PRODUCER
TELL YOU WHY I
ASKED YOU
HERE?

SHE DIDN'T
HAVE TO. I'M NO
FOOL, MS. LONG. I'VE
PRACTICED REAL
JOURNALISM.

NOT THE SHAMELESS
GRAB FOR RATINGS YOUR
"FACT CHANNEL" PERPETRATES
ON THE PARANOID SHUT-INS
YOU CATER TO.

OH, I RESIGNED, YES.
BECAUSE I KNEW VULTURES
LIKE YOU WOULD NEVER
ALLOW ME TO DO MY
JOB AS MAYOR.

I FACED CRISES THAT
WOULD'VE HAD YOU
PINHEADS CURLED UP IN
THE FETAL POSITION,
SOBBING FOR
MOMMY!

SO IF YOU THOUGHT
YOU COULD TRICK ME INTO
SOME MEALY-MOUTHED,
TEARY-EYED APOLOGY,
YOU CAN *STUFF IT!*

I REGRET
NOTHING. I
APOLOGIZE FOR
NOTHING!

A JOB I DID
DAMN WELL! I
KEPT THIS CITY
SAFE! NEW YORK
WAS LUCKY TO
HAVE ME!

AND IT
WAS ALL
SPIDER-MAN'S
FAULT!

THERE'S BEEN A
MISUNDERSTANDING.
THIS ISN'T FOR AN ON-
AIR INTERVIEW.

THIS
IS A JOB
INTERVIEW.

MR. JAMESON,
THE FACT CHANNEL
WANTS TO GIVE YOU
YOUR OWN SHOW.
WHAT DO YOU
THINK?

MY DEAR, I
THINK THE MEDIUM
OF TELEVISION HAS
FINALLY JUSTIFIED
ITS EXISTENCE.

ALPHABET CITY!

GOTTA STAY ALERT. IF ELECTRO STARTED THIS, HE COULD STILL BE--

HELP! MOMMY!

I'M ON MY WAY, KID! KEEP YELLING!

I'M ALREADY ON IT! GET BACK! I'VE GOT--SPIDER-MAN?!

HEY, I KNOW YOU!

YOU DO?

WHOOOPS...THAT'S MARY JANE'S NEW BOYFRIEND, BUT I'VE ONLY SEEN HIM AS PETER.

UH, SURE...NEW YORK'S BRAVEST, RIGHT? WELL, YOU'RE EARNING THE NAME TODAY.

IF I KEEP THE ROOF UP, CAN YOU GET TO THE KID?

YEAH, I CAN HANDLE THE REST OF THIS DEBRIS. THANKS. AND CALL ME OLLIE.

KOFF! KOFF!

GOT HER! BUT HER BREATHING'S RAGGED...I DON'T KNOW IF SHE CAN MAKE IT DOWN ALL THOSE STAIRS!

SHE WON'T HAVE TO.

MAN. A LITTLE KID, SLEEPING IN A CONDEMNED BUILDING...

I KNOW. ALL TOO OFTEN, FAMILIES ARE AFRAID TO TAKE THEIR KIDS TO SHELTERS.

I HAVE AN IN WITH DANNY RAND...LEMME SEE WHAT I CAN DO FOR HER.



YOU
ALREADY
DID A LOT,
WEB-HEAD.



WE DID. WE
MAKE A PRETTY
DECENT TEAM.

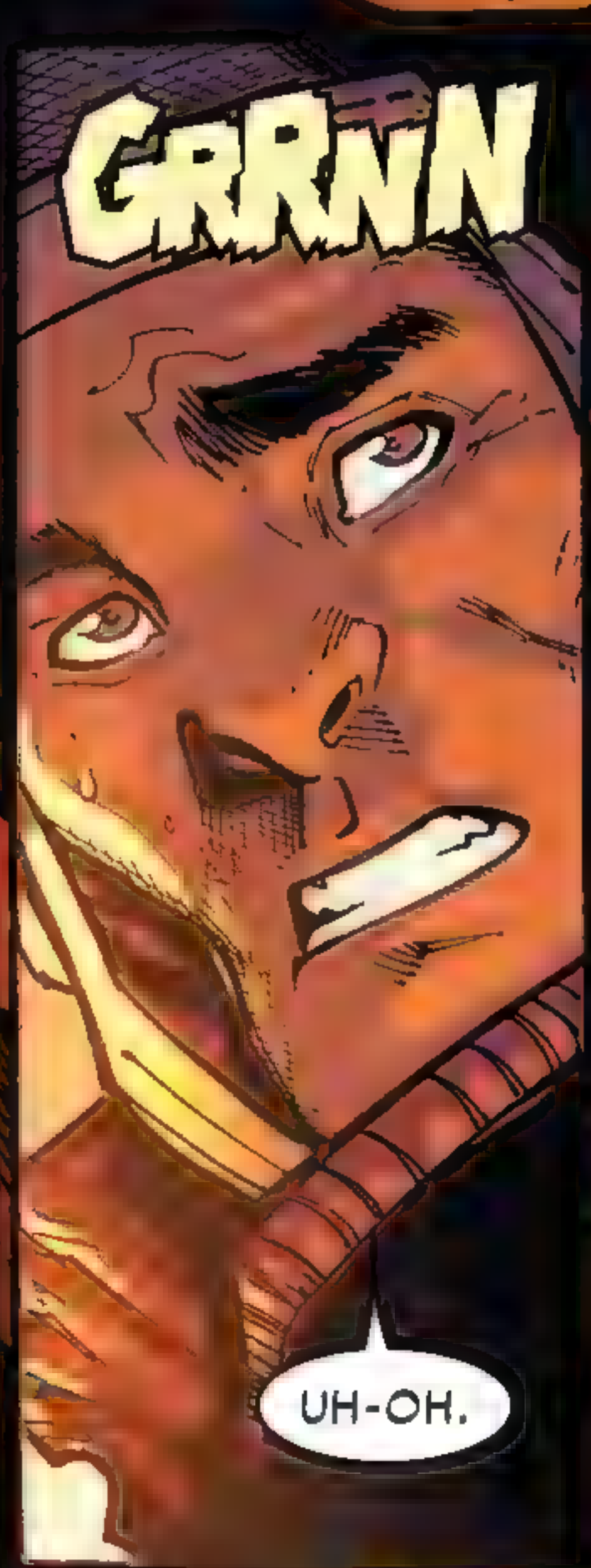
I SWEEP
THE BUILDING...
NO ONE ELSE
INSIDE. YOU AND
YOUR PALS NEED
TO GET OUT,
TOO.

YEAH,
OKAY.



SEE YOU
OUTSIDE,
SPIDER-
MAN.

WAIT!
DON'T
STEP--



GRRNN

UH-OH.



K
R
O
M

OLLIE!



UNNH...

HANG
ON! I'LL BE
RIGHT--

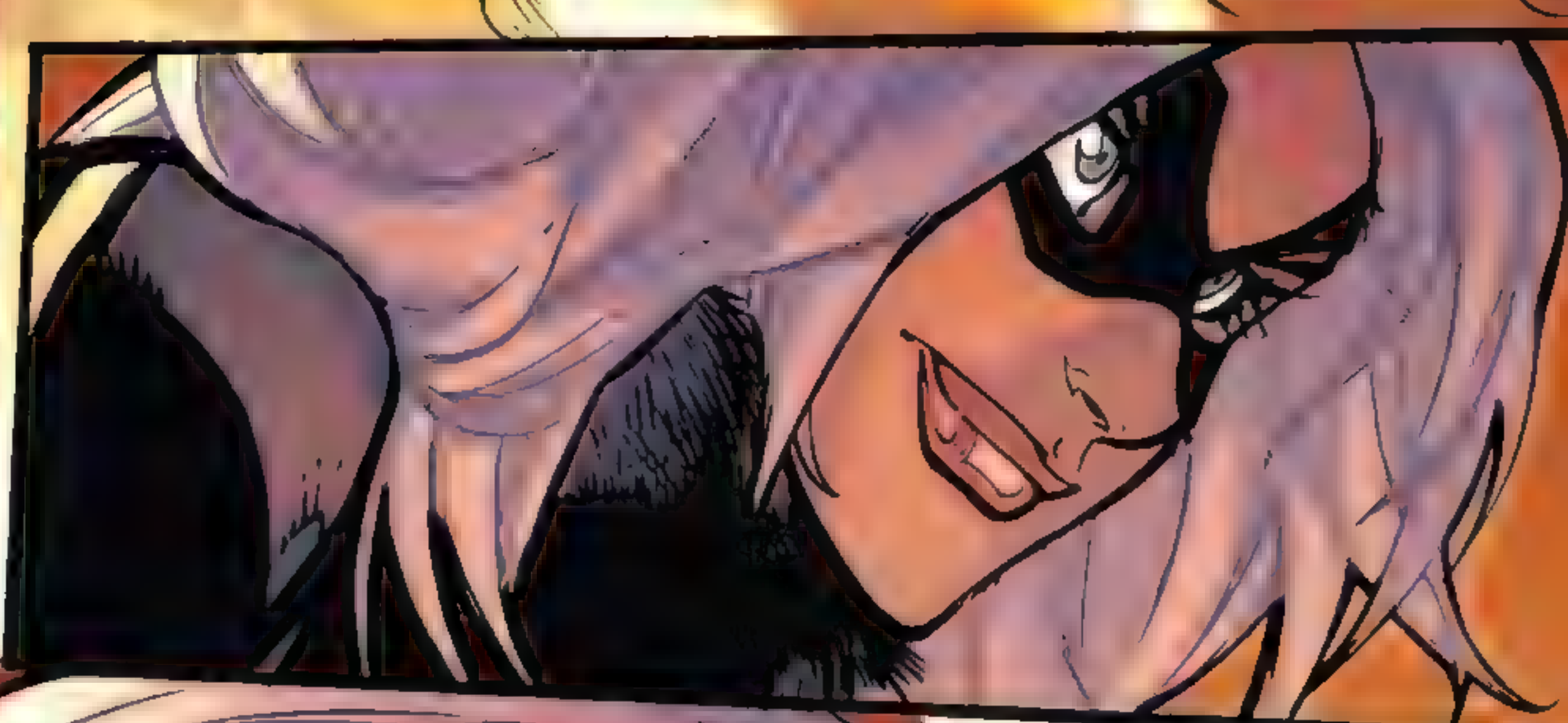
STEP ON A
CRACK, BREAK
YOUR MOTHER'S
BACK...OR YOUR
OWN.



LOOKS LIKE
YOUR PAL RAN
INTO SOME BAD
LUCK.

FELICIA?! THIS
IS NO TIME FOR
JOKES. C'MON,
HELP ME GET
HIM OUT OF
THERE.

WAY MY SPIDER-
SENSE IS BLARING,
THE FIRE'S GETTING
WORSE. BUILDING
COULD GO AT ANY
SECOND.



YOU WANT
MY HELP, SPIDER?
THAT TOUCHES
MY HEART.



NOW LET
ME TOUCH
YOURS!

AGH!

CAT?!
WHAT'S
GOTTEN
INTO YOU?!

SHRITCH

YOU HAVE THE
NERVE TO ASK ME
FOR HELP? AFTER
WHAT YOU DID
TO ME?

AFTER
WHAT I--? OH,
BOY.

FELICIA,
THAT WASN'T
ME!

DOC OCK
SWAPPED HIS
MIND INTO MY
BODY! WHATEVER
PROBLEM YOU
HAVE, IT'S WITH
HIM, NOT--

**I DON'T
CARE!**

GAA!

THE SPIDER
TOOK ME DOWN.
MADE ME LOOK
LIKE A FOOL.

NO ONE WILL
EVER RESPECT ME
AGAIN...UNLESS I
MAKE AN EXAMPLE
OF YOU.

UNLESS I
MAKE YOU
PAY!

SHRRPP



THEN THE
NEED FOR
PRETENSE
IS OVER.

WHAT--?



KRUNCH

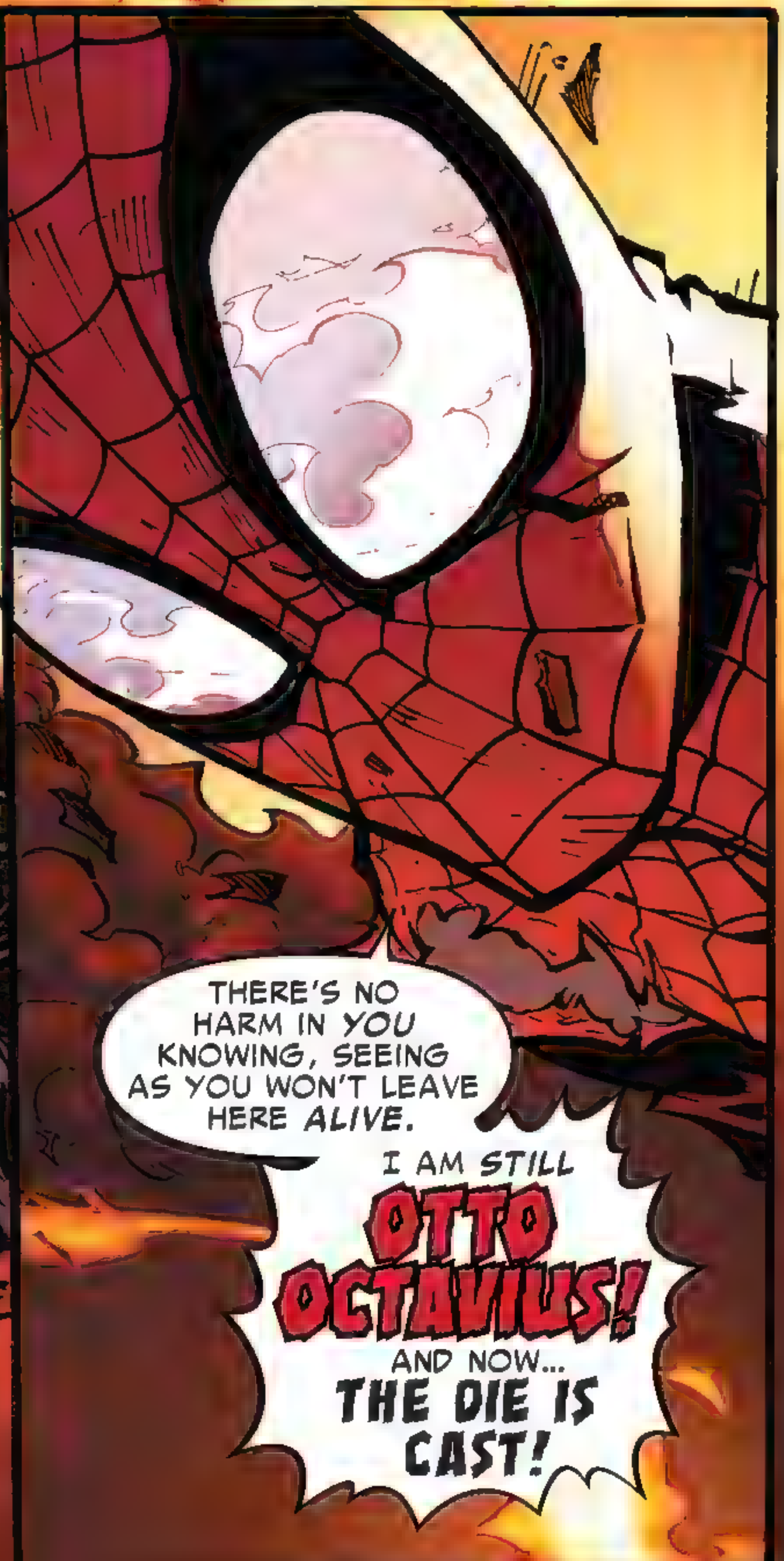
HEY! YOU
ALMOST--



KILLED YOU?
THAT'S ON YOUR
HEAD, YOU
BRAINLESS DOLT.
YOU'VE FORCED
MY HAND.

Y-YOU
SOUND
LIKE--

YES. THE
TRIUMPHANT RETURN
OF THE "FRIENDLY
NEIGHBORHOOD SPIDER-
MAN" WAS A RUSE.
A PLOY!



THERE'S NO
HARM IN YOU
KNOWING, SEEING
AS YOU WON'T LEAVE
HERE ALIVE.

I AM STILL
**OTTO
OCTAVIUS!**
AND NOW...
**THE DIE IS
CAST!**



YOU-YOU'RE SERIOUS...

I DON'T WASTE MY TIME JOKING. OR SUFFERING FOOLS!

COME, YOU LITTLE MINX! I WOULD PUT AN END TO YOU!

YOU SOUND JUST LIKE YOU DID... THAT NIGHT WHEN YOU...



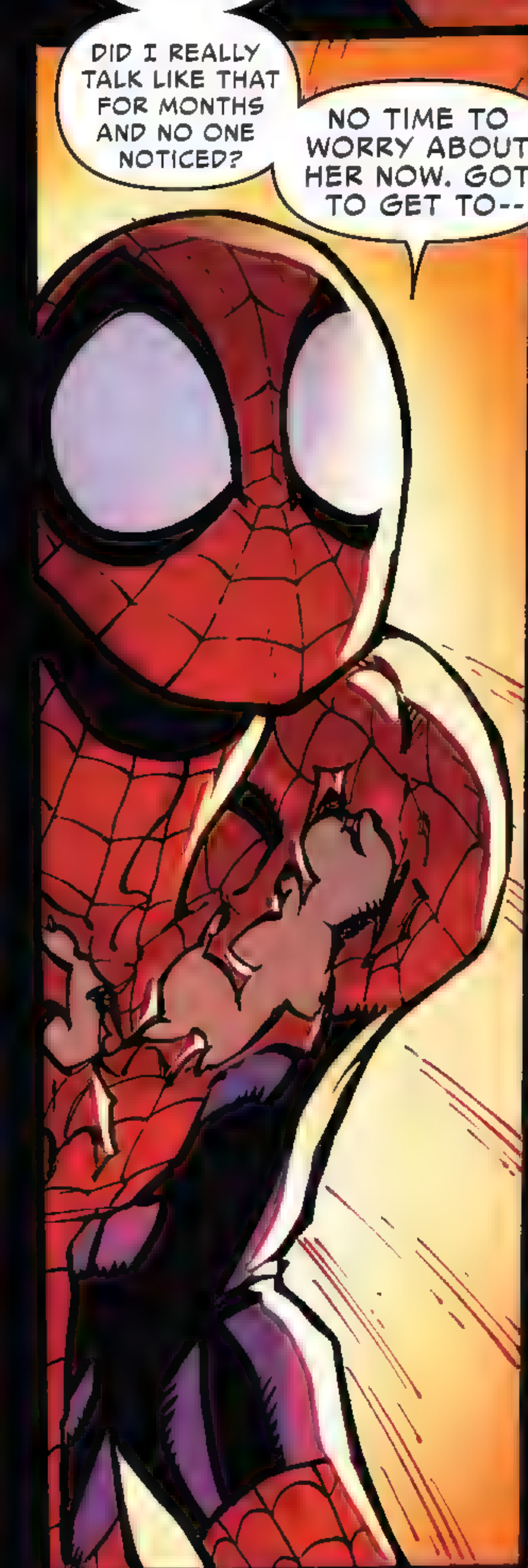
OKAY. I'VE PUSHED MY LUCK ENOUGH TONIGHT.

I'LL BE BACK, SPIDER--OCK-- WHOEVER YOU ARE. ONCE I'VE EVENED UP THE ODDS.

CAN'T BELIEVE SHE FELL FOR IT.

DID I REALLY TALK LIKE THAT FOR MONTHS AND NO ONE NOTICED?

NO TIME TO WORRY ABOUT HER NOW. GOT TO GET TO--



OLLIE! STILL WITH ME, PAL?

Y-YEAH... BUT IT'S GETTIN' UNCOMFORTABLE.

LET ME HELP YOU WITH--
AGH!

YOUR HANDS--!

I-I'LL BE FINE. NOW LET'S MOVE... JUDGING FROM YOUR RADIO, THERE'S A LOT OF FOLKS WORRIED ABOUT YOU.



OLLIE!
IS HE--?

A LITTLE
MESQUITE
FLAVORED, BUT
HE'LL BE
FINE.

THANK GOD.
WE GOT HIS
GAL HERE. SHE'S
BEEN WORRIED
SICK ABOUT--



OLLIE!
THEY SAID
ON THE NEWS
YOU WERE
TRAPPED--



I'M FINE, MJ.
IT WAS HAIRY
FOR A WHILE,
BUT I GOT SOME
HELP FROM--

IT DOESN'T
MATTER. COME
HERE.

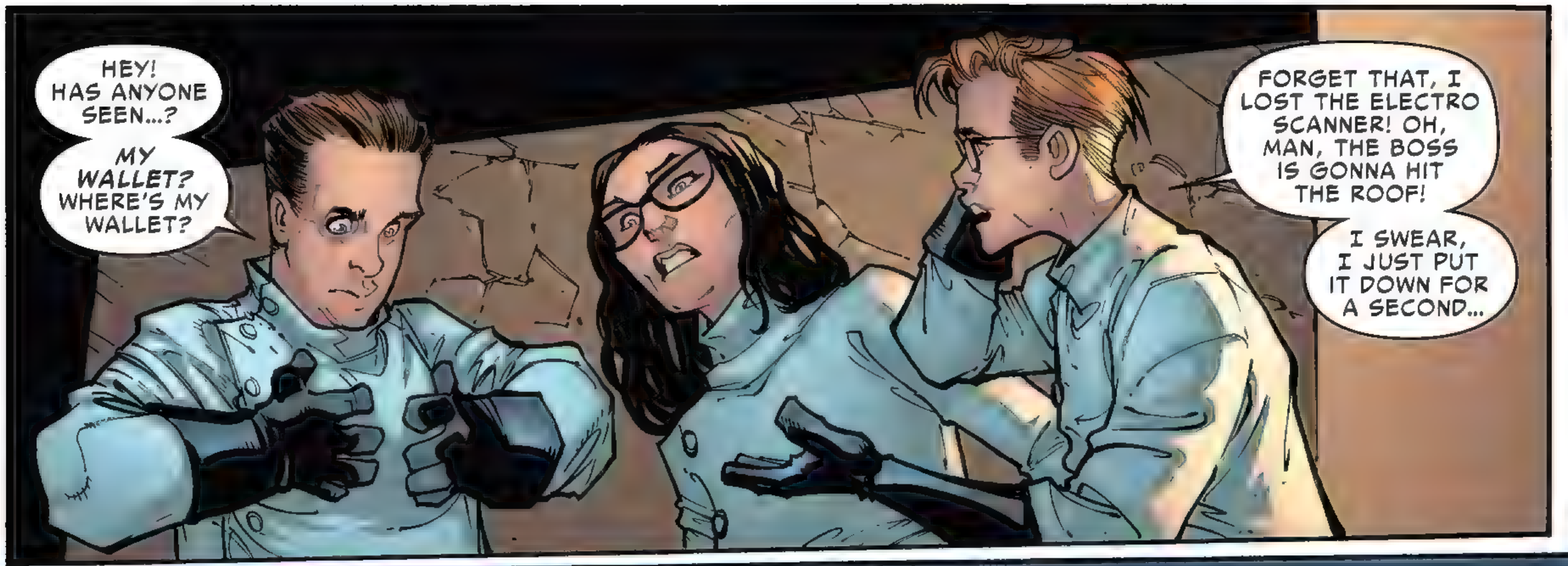


HEY,
WHERE'D HE
GO?

POOR MJ. SHE
LOOKED TERRIFIED.
AND THE WHOLE TIME
WE WERE TOGETHER,
SHE WENT THROUGH
THAT **NIGHTLY**.

SHE WAS RIGHT. THE BEST THING
I CAN DO FOR HER IS GIVE HER
SPACE...A CHANCE AT A NORMAL,
SPIDER-FREE LIFE. SHE DESERVES
THAT MUCH.

BETTER GET BACK TO MY
STAFF, BEFORE THEY NOTICE
HOW LONG I'VE GONE
MISSING...



HEY!
HAS ANYONE
SEEN...?

MY
WALLET?
WHERE'S MY
WALLET?

FORGET THAT, I
LOST THE ELECTRO
SCANNER! OH,
MAN, THE BOSS
IS GONNA HIT
THE ROOF!

I SWEAR,
I JUST PUT
IT DOWN FOR
A SECOND...



ELECTRO SCANNER,
HUH? AND HERE I
JUST THOUGHT IT WAS
EXPENSIVE TECH.

SORRY, LOSERS, BUT
I NEED THIS MORE
THAN YOU.

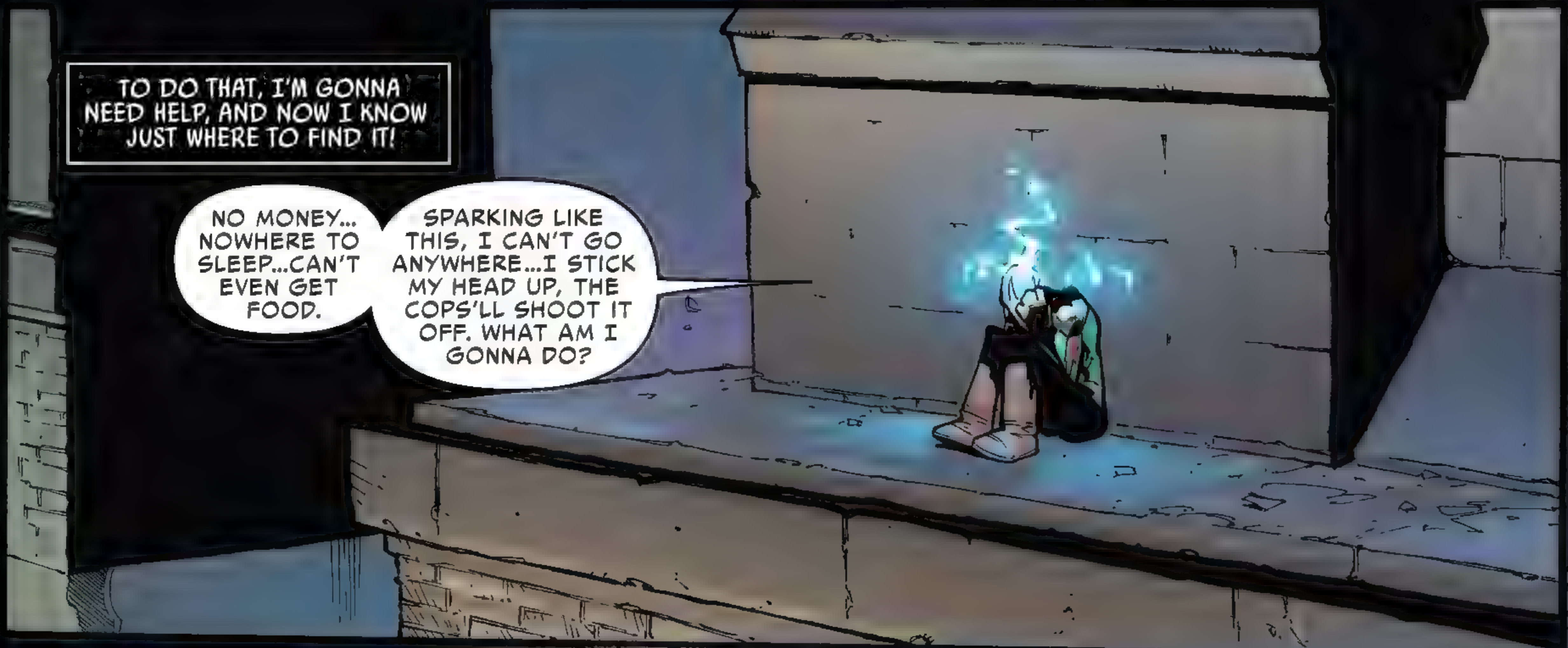
DON'T KNOW WHICH
ONE OF THE SPIDER'S
STORIES IS TRUE.

IF HE *WAS* THE
OCTOPUS THEN. IF
HE STILL IS *NOW*.
OR IF--

TO HELL WITH IT.
WHO CARES?!

I HAD A PERFECT LIFE.
IT'S GONE. AND EVERYONE
KNOWS THE SPIDER TOOK
IT FROM ME.

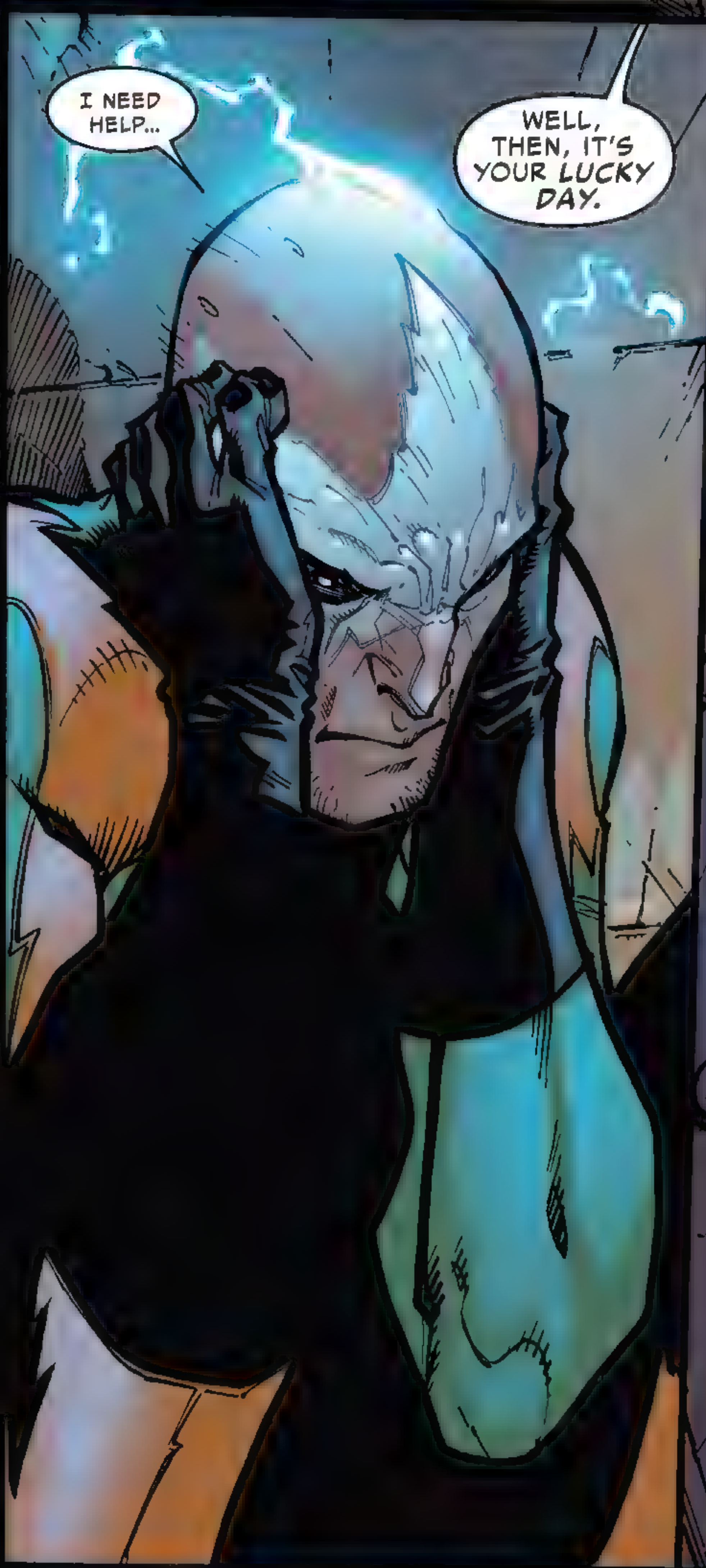
THE ONLY WAY I GET IT
BACK--AND MAKE SURE
I KEEP IT THIS TIME--IS
TO MAKE HIM PAY. IN A
WAY THAT MAKES SURE
NO ONE EVER CROSSES
ME AGAIN.



TO DO THAT, I'M GONNA
NEED HELP, AND NOW I KNOW
JUST WHERE TO FIND IT!

NO MONEY...
NOWHERE TO
SLEEP...CAN'T
EVEN GET
FOOD.

SPARKING LIKE
THIS, I CAN'T GO
ANYWHERE...I STICK
MY HEAD UP, THE
COPS'LL SHOOT IT
OFF. WHAT AM I
GONNA DO?



I NEED
HELP...

WELL,
THEN, IT'S
YOUR LUCKY
DAY.



BLACK CAT?
WHAT DO YOU
WANT?

THE SAME
THING YOU DO.
RESPECT. REVENGE.
AND SO MUCH MORE.
AND TOGETHER, WE
CAN GET IT.



BY GETTING
RID OF SPIDER-
MAN!



PARKER INDUSTRIES.
OVER ON PIER 64.

ALL RIGHT,
PEOPLE. HERE
WE GO!

ANTI-ELECTRO
NETTING: TEST
NUMBER ONE.

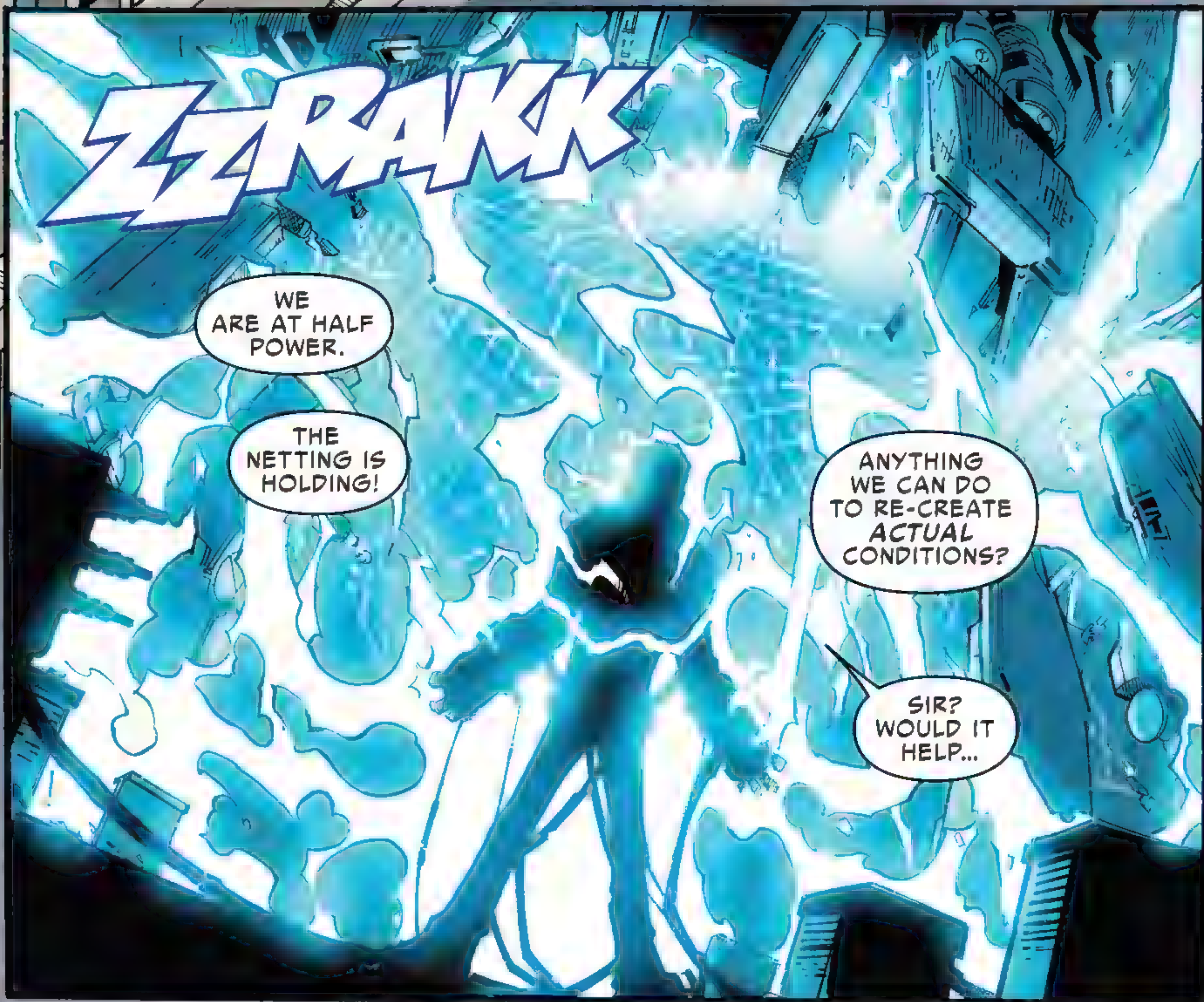
PARKER



READY,
PERCY?

LET 'ER
RIP!

YES, MR.
PARKER.

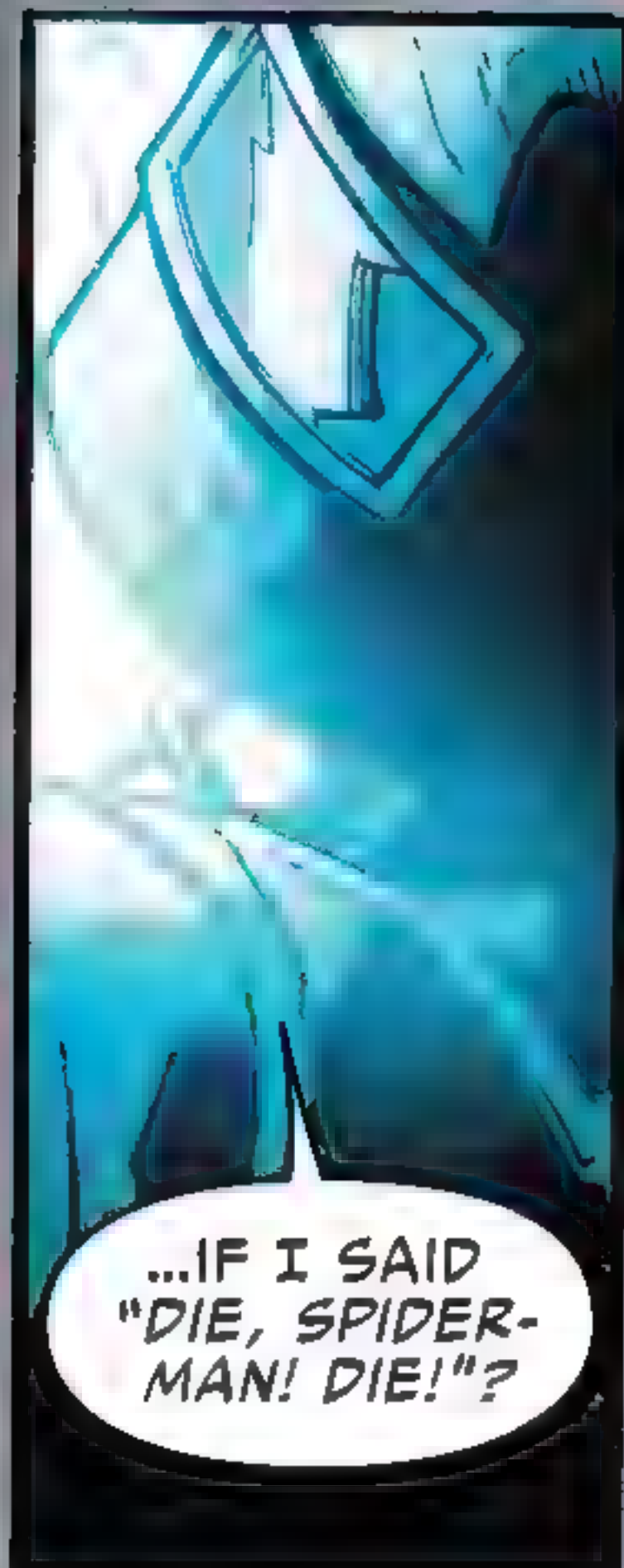


WE
ARE AT HALF
POWER.

THE
NETTING IS
HOLDING!

ANYTHING
WE CAN DO
TO RE-CREATE
ACTUAL
CONDITIONS?

SIR?
WOULD IT
HELP...



...IF I SAID
"DIE, SPIDER-
MAN! DIE!"?



NOT REALLY,
PERCY.

BUT
POINTS FOR
INITIATIVE.



LET'S TRY THAT
AGAIN. AND THIS
TIME, INCREASE
THE POWER
TO--

ONE
SEC.

**BEEP
BEEP**



YES!

PETER?
WHAT IS
IT?



SHH.
ANNA, OVER
HERE.

THIS A
SPIDER-MAN
THING?

YEAH. THE
AVENGERS ARE
CALLING IN
EVERYBODY.
IT'S A CODE
OMEGA.

A KISS-THE-
WORLD-GOODBYE
SCENARIO. ISN'T
THAT GREAT?!



WHAT?!
HOW IS THAT
GREAT?

BECAUSE
THEY WANT ME
THERE. GOOD
OL' RELIABLE
SPIDEY!

BACK WHEN
DOC OCK
TOOK OVER
MY BODY...

...HE BURNT A
LOT OF BRIDGES
WITH ALL OF MY
"SUPER-FRIENDS."



BUT THEY SENT OUT
THE CALL. THEY WANT
ME WATCHING THEIR
BACKS!

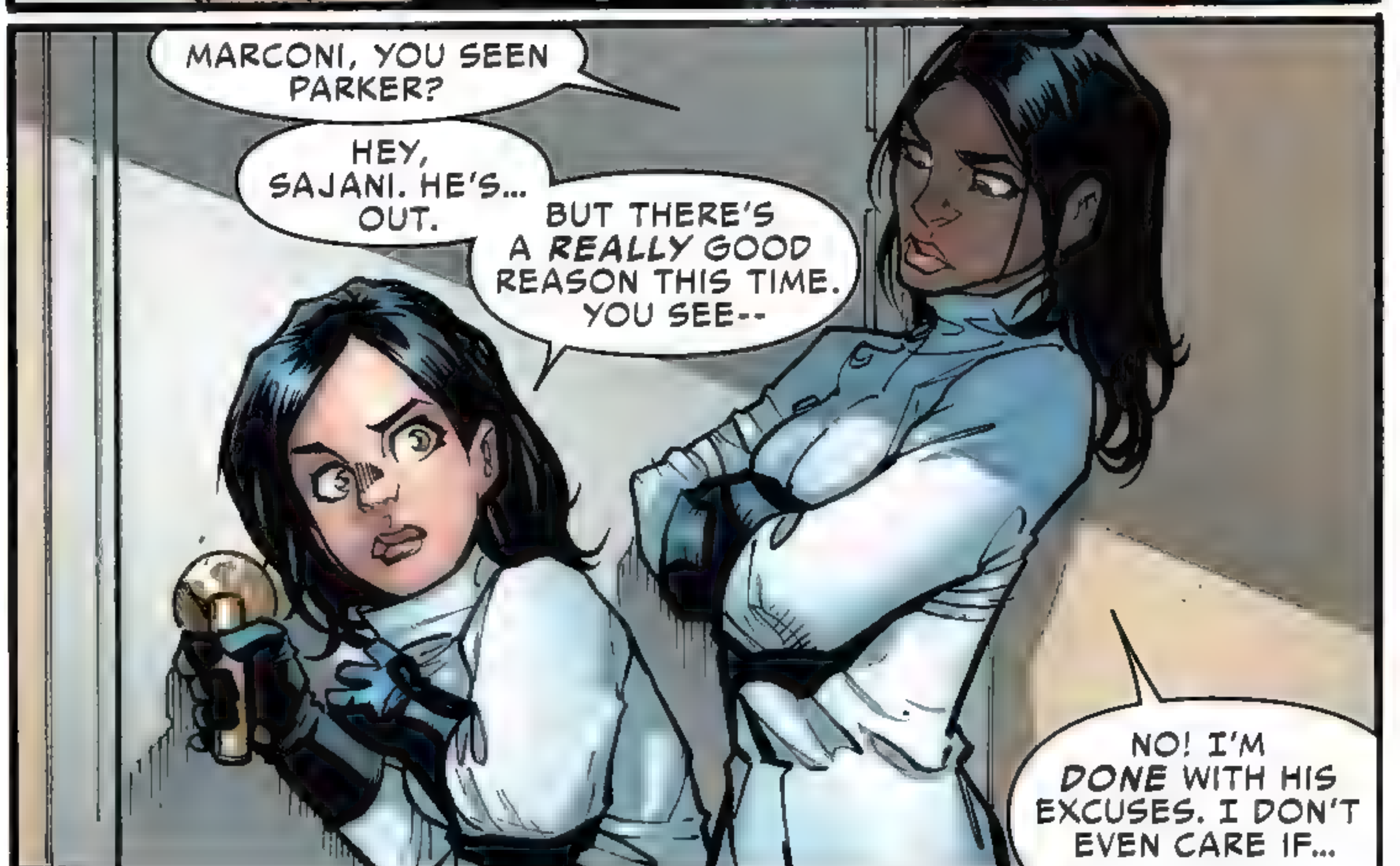
I
GOTTA
GO!

PETER!
YOU CAN'T
KEEP DOING
THIS.



YOU'RE RUNNING A COMPANY
NOW! LET SOMEONE ELSE
FILL IN FOR YOU!

RIGHT! LIKE
ANYONE ELSE
COULD DO WHAT
SPIDER-MAN DOES!
PLEASE!



MARCONI, YOU SEEN
PARKER?

HEY,
SAJANI. HE'S...
OUT.

BUT THERE'S
A REALLY GOOD
REASON THIS TIME.
YOU SEE--

NO! I'M
DONE WITH HIS
EXCUSES. I DON'T
EVEN CARE IF...

A large comic book panel showing Spider-Man and Kitty Pryde in a city that has been destroyed. Spider-Man is on the left, looking towards the right. Kitty Pryde is on the right, looking back at him. In the background, there are large, monstrous figures made of rubble and debris, some of which are on fire. The sky is dark and smoky.

"...IT'S THE END OF THE WORLD!"

WHOA! THESE MINDLESS ONES! THEY'RE EVERYWHERE! WHAT SHOULD WE--

THING! FALCON! KITTY PRYDE, GOOD TO SEE YOU!

IT'S ME, SPIDEY! NOT DOC OCK.

SPIDEY.

WHAT'RE YOU ON ABOUT?

JUST THAT MY BRAIN'S BACK IN MY BODY.

IF YOU COULD PASS THAT ALONG TO THE OTHER X-MEN, THAT'D BE GREAT.

A comic book panel showing Spider-Man, Hulk, and Wolverine. Spider-Man is on the left, looking towards the right. Hulk is in the center, looking towards the right. Wolverine is on the right, looking towards the left. They are all in a city that has been destroyed. There are large, monstrous figures made of rubble and debris in the background.

HULK! WOLVIE! DON'T KNOW IF YOU HEARD...

...BUT I GOT MIND-SWAPPED WITH--

KID, SHUT UP! NOW'S NOT THE TIME!

THE GUYS WE'RE FIGHTIN'--THEY MURDERED THE WATCHER! GOUGED OUT HIS EYES...

...AND STOLE HIS TECH! Y'KNOW WHAT THAT STUFF COULD DO IN THE WRONG HANDS?

A comic book panel showing Spider-Man and the X-Men. Spider-Man is on the left, looking towards the right. The X-Men are on the right, looking towards the left. They are all in a city that has been destroyed. There are large, monstrous figures made of rubble and debris in the background.

THE WATCHER? AW MAN. I DIDN'T KNOW.

NOW I FEEL LIKE A JERK. WHAT CAN WE DO?

WE'RE WORKIN' ON IT, WEBS.

ONE OF THESE CRUMBS IS DOWN, NOW WE GOTTA FIND THE OTHERS WHO--

PUT THE EYE DOWN AND STEP AWAY!



THIS ISN'T
AN EYE. NOT
ANYMORE. IT'S
A BOMB!

A BOMB FULL
OF SECRETS. AND
WHAT DO BOMBS
DO?



THEY GO
BOOM!

SO MANY
PRETTY LITTLE
SECRETS. ALL
NOW OUT IN
THE WILD.

THIS WILL
BE FUN TO
WATCH.

THAT--THAT WAS
ONE OF THE
WATCHER'S EYES?!

BUT THE
WATCHER'S SEEN...
EVERYTHING.



AHH! MILLIONS
OF SECRETS!

THINGS THAT WERE
KEPT FROM ME!

FILLING MY HEAD
ALL AT ONCE!

THE
SPIDER!

AFTER IT
BIT ME--

--IT BIT SOMEONE
ELSE?! A GIRL?

I--NEVER KNEW!
WHO IS SHE?

CINDY!

MOM! DAD!
CAN'T CONTROL
IT!

MR. AND
MRS. MOON, I
CAN HELP.

I AM
FAMILIAR WITH
SUCH THINGS.
MY NAME'S--

EZEKIEL?!

YES.
YOU'RE
MAKING
EXCELLENT
PROGRESS.

PERHAPS
EVEN TOO
FAST.

IT'S AS I
FEARED.

WE DON'T
HAVE A
CHOICE...

...YOU MUST
STAY INSIDE
UNTIL WE KNOW
FOR SURE.





WHAT...JUST
HAPPENED?

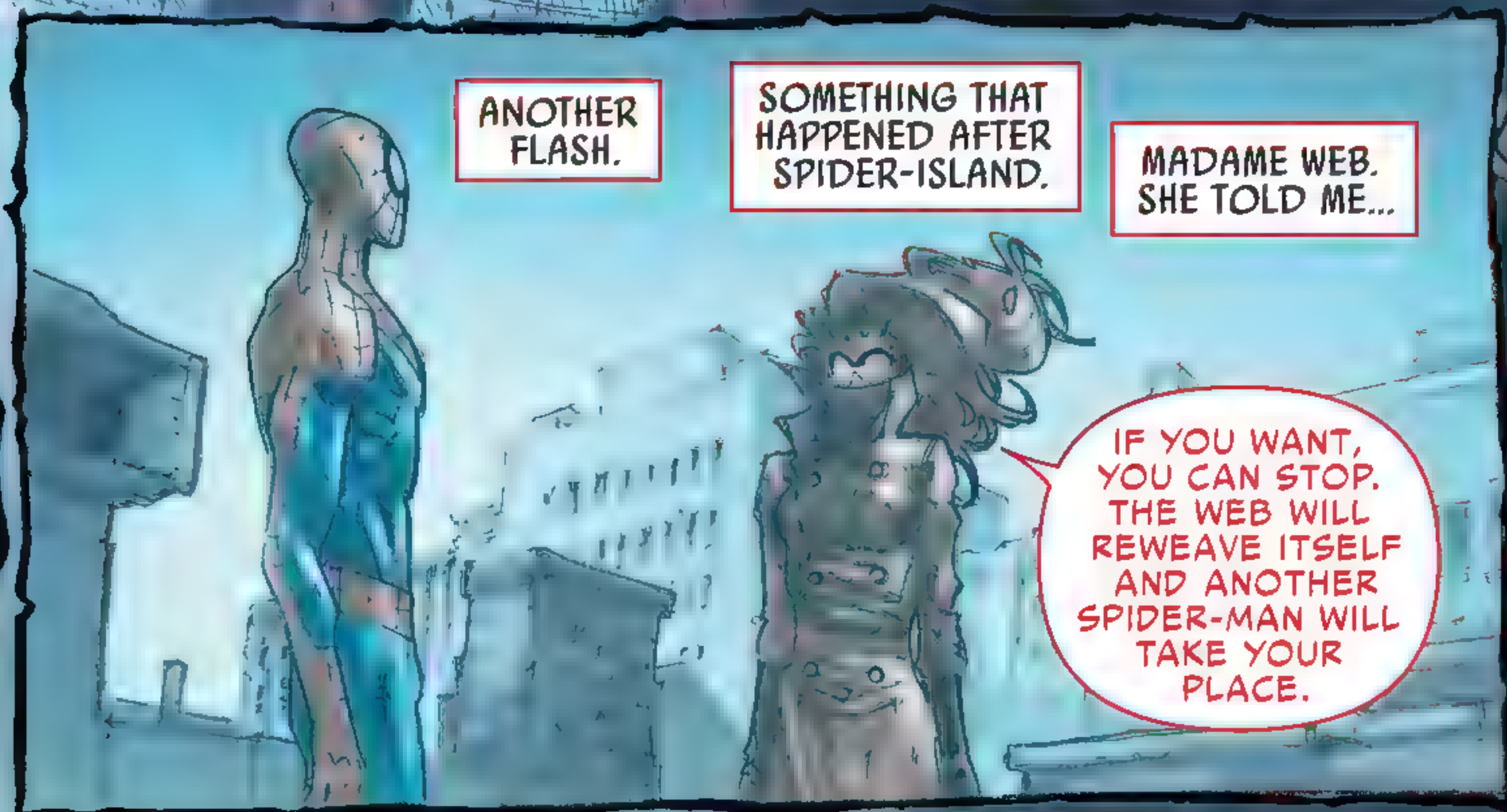
WAS I
THE ONLY
ONE WHO
SAW...

WHO
SAW...OH,
NO...



I--I
CAN'T STAY
HERE!

THAT GIRL!
ALL THIS TIME
SHE'S BEEN--



ANOTHER
FLASH.

SOMETHING THAT
HAPPENED AFTER
SPIDER-ISLAND.

MADAME WEB.
SHE TOLD ME...

IF YOU WANT,
YOU CAN STOP.
THE WEB WILL
REWEAVE ITSELF
AND ANOTHER
SPIDER-MAN WILL
TAKE YOUR
PLACE.



SHE WAS THE ONE
MADAME WEB MEANT. THAT
GIRL. CINDY MOON.

SHE COULD'VE
REPLACED ME.
AGES AGO!



SHE'S HERE. I CAN FEEL IT. IN EZEKIEL'S OLD BUILDING.

THIS IS WHERE HE SEALED HER IN. IN THE *SAME* PLACE...

...WHERE HE WAS GONNA DO THE *SAME* THING TO ME!

WAY BACK IN AMAZING SPIDER-MAN: COMING HOME! KNOWLEDGEABLE KNICK

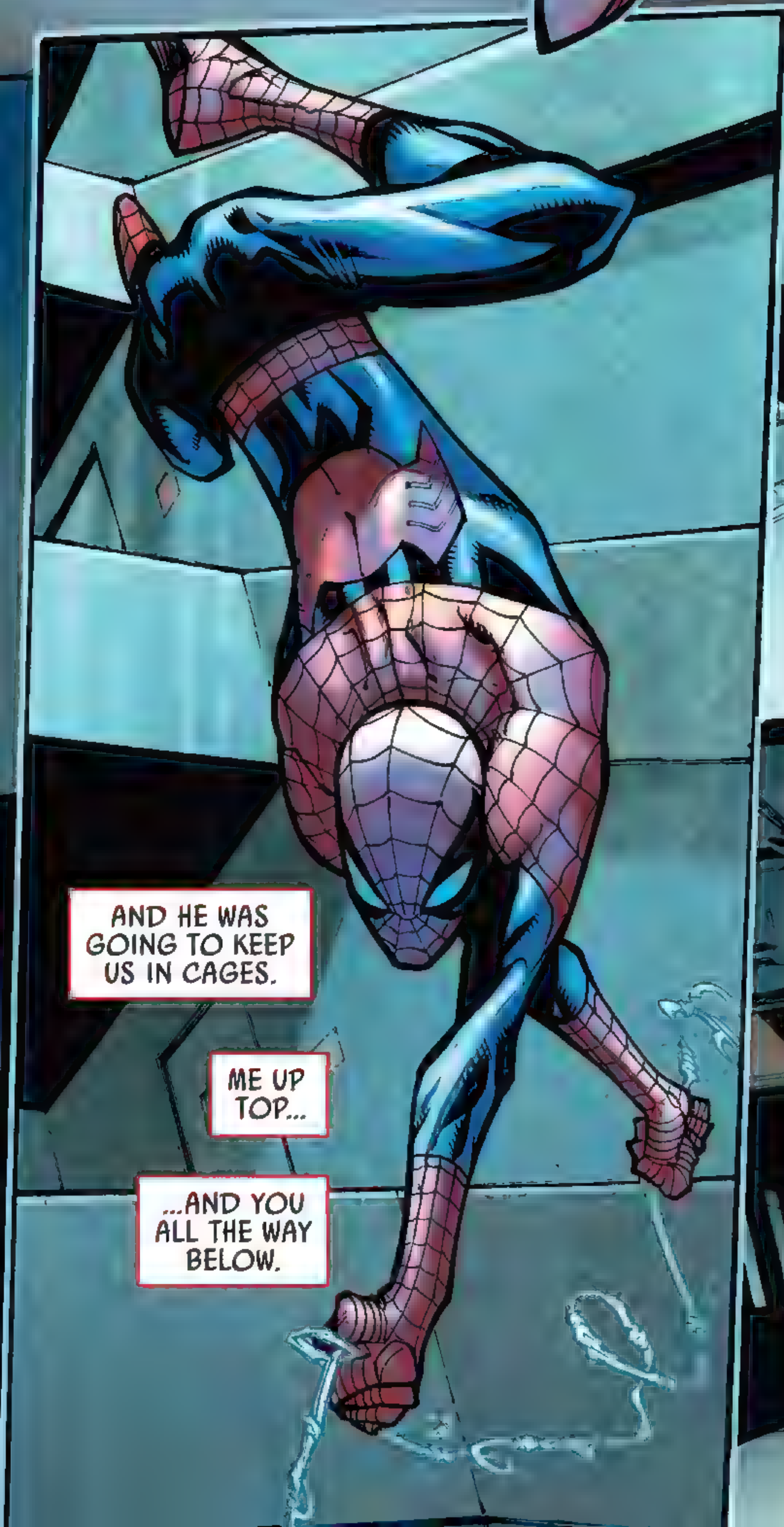
HAD A BUNKER FOR ME UP ON THE TOP FLOOR.

SAID HE HAD IT MADE YEARS BEFORE HE KNEW I WAS SPIDER-MAN.

LIAR!

KLANG!

THIS MEANS EZEKIEL KNEW FROM DAY ONE! HE ALWAYS KNEW! ABOUT BOTH OF US!



AND HE WAS GOING TO KEEP US IN CAGES.

ME UP TOP...

...AND YOU ALL THE WAY BELOW.



LOOK AT THIS PLACE. DESERTED. NO ONE'S BEEN DOWN HERE FOR MONTHS.

WAS HE EVER GOING TO LET YOU GO?

HOW MANY LIES DID EZEKIEL SIMS TELL US?



HELLO, PETER.

WHAT?!

DON'T BE ALARMED. THIS IS AN AUTOMATED MESSAGE. IF YOU'RE HEARING THIS...

IT MEANS SENSORS HAVE DETECTED YOU'RE HERE, AND THAT YOU'VE COME ALONE.

BUT WHAT'S TRULY IMPROBABLE...



...THIS MEANS THAT YOU HAVE SURVIVED MORLUN'S ATTACK. AND I HAVEN'T.

IF THAT'S THE CASE, THERE'S SOMETHING YOU SHOULD KNOW. YOU ARE NOT ALONE.

THERE'S ANOTHER LIKE YOU. A SPIDER. AND THERE'S A REASON I'VE KEPT THIS FROM YOU, PETER--



I'M DONE LISTENING TO YOU!

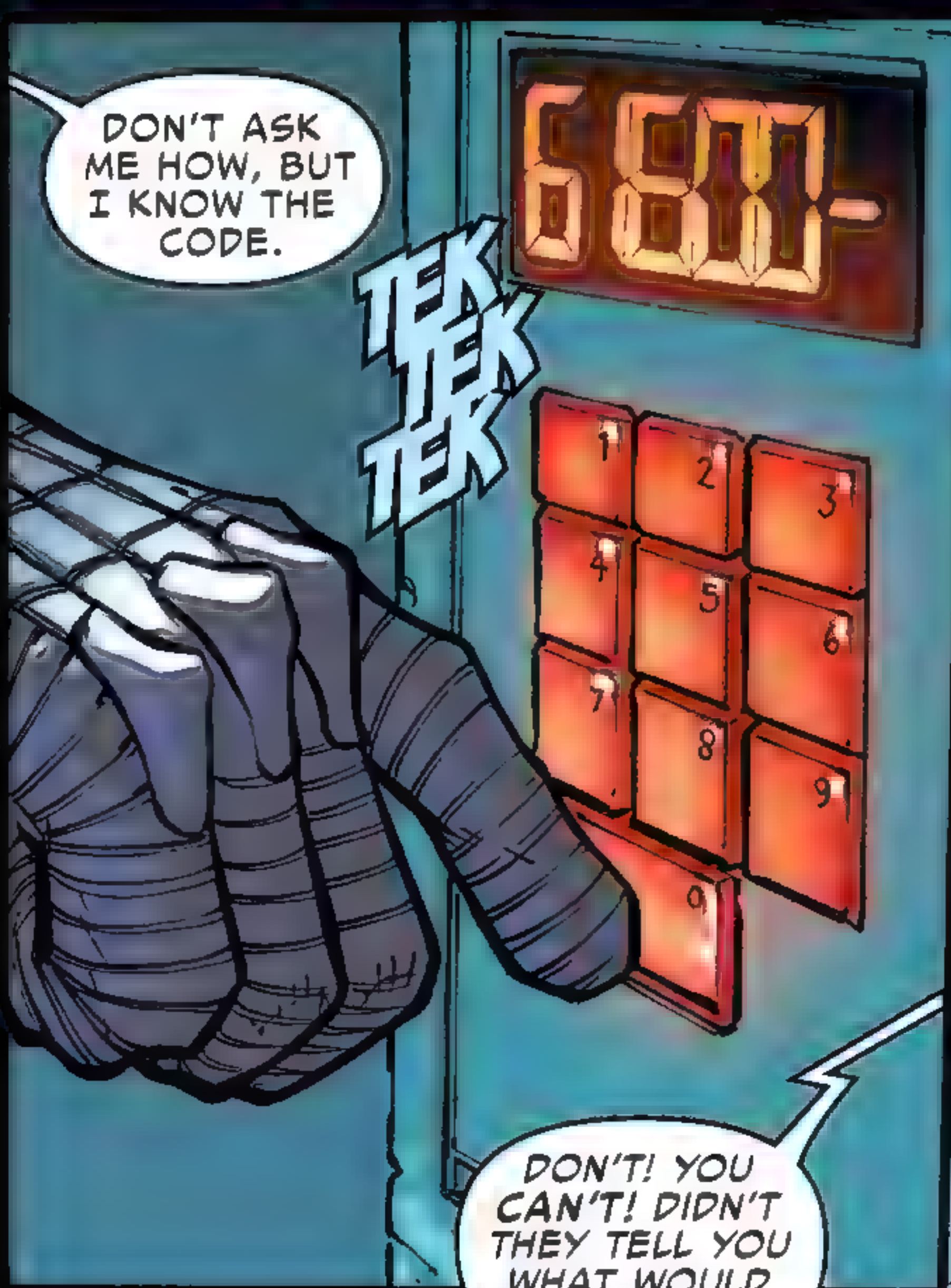


HELLO? SOMEONE OUT THERE?!

CINDY? CINDY MOON? CAN YOU HEAR ME? IT'S SPIDER-MAN.

WHAT?! FOR REAL? IT'S YOU?!

YEAH. AND I'M HERE TO GET YOU OUT. NO ONE SHOULD HAVE TO LIVE LIKE THIS.



DON'T ASK ME HOW, BUT I KNOW THE CODE.

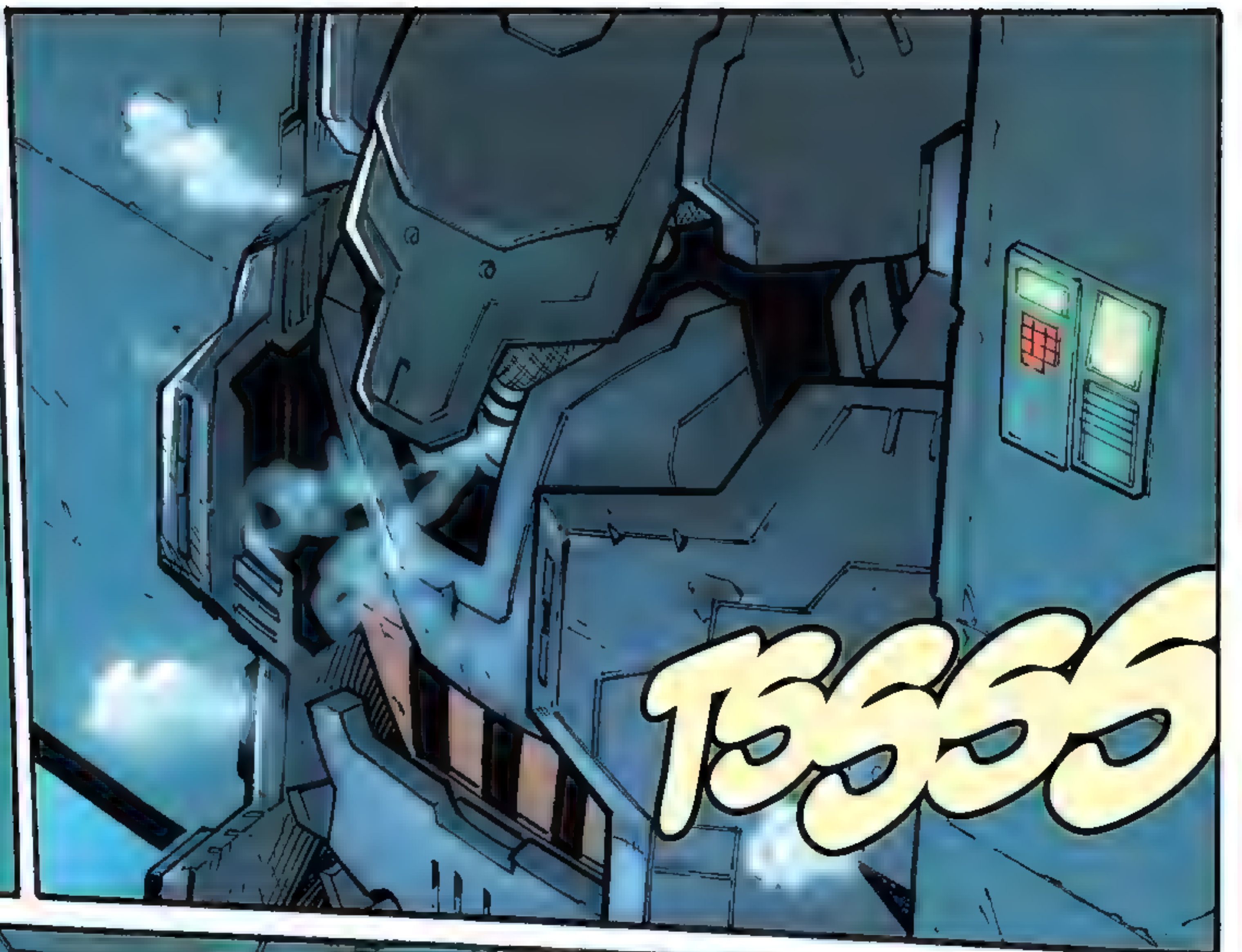
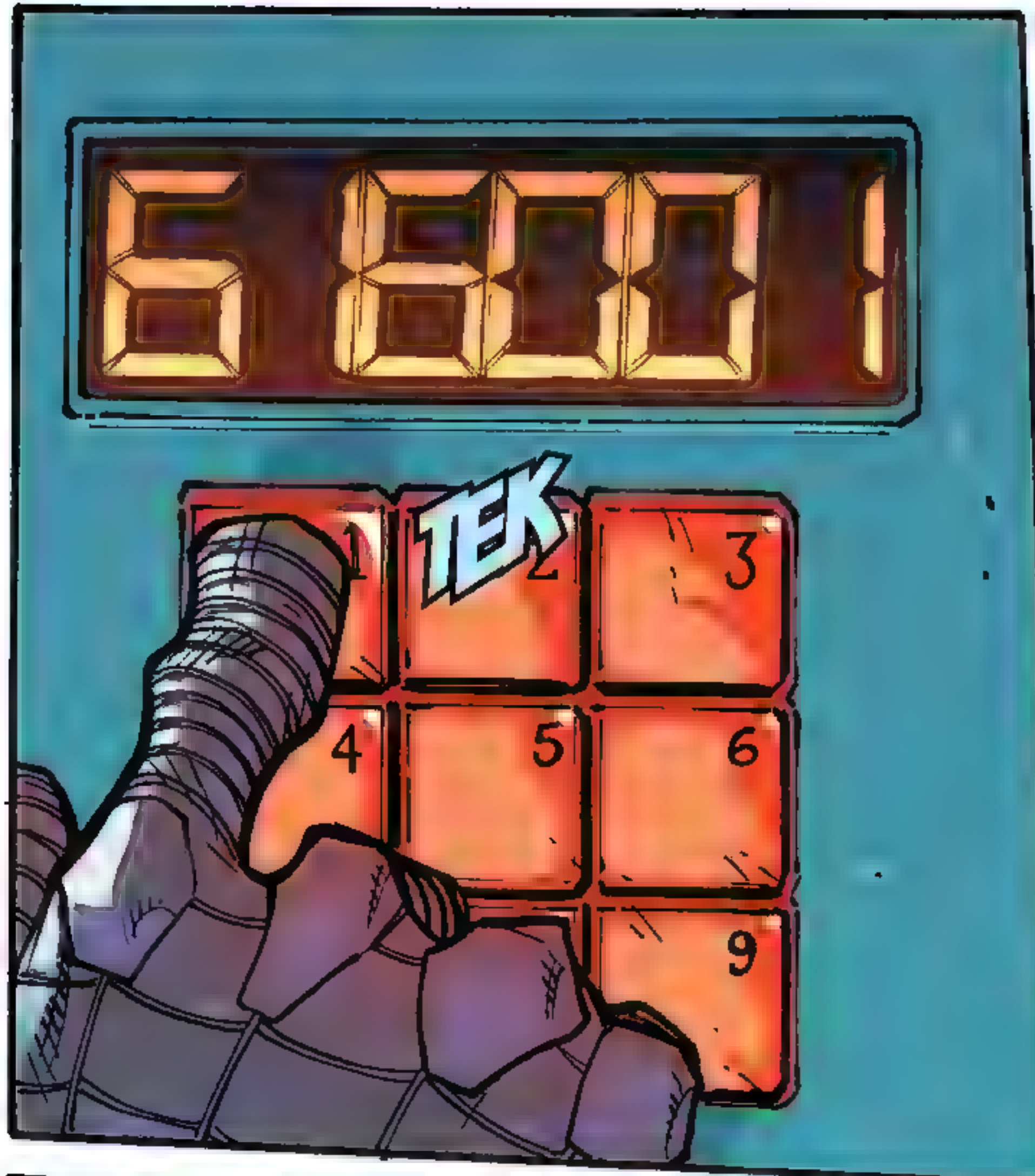
TEK TEK TEK

DON'T! YOU CAN'T! DIDN'T THEY TELL YOU WHAT WOULD HAPPEN?!



IF YOU OPEN THAT DOOR...

...MORLUN WILL COME.



FAR, FAR AWAY...

WHAT WAS THAT?

SNFF

THE SPIDER-BRIDE.

THERE YOU ARE.

THE SPINNER AT THE CENTER OF THE WEB.

IT'S TIME. THE *GREAT HUNT* BEGINS.

FROM THIS MOMENT ON...

"...LET ALL HELL
BREAK LOOSE!"

MORLUN
KNOWS! HE'LL
DEVOUR EVERY
LAST ONE OF
US!

GORGE
HIMSELF ON ALL
OUR BROTHERS
AND SISTERS!

WOW! SHE'S
EVERYWHERE!

HER SPIDER-
SPEED HAS MINE
BEAT!

OKAY, TWO
THINGS.

ONE: I'M
AN ONLY
CHILD. AND
TWO...

...THERE'S
SOMETHING YOU
REALLY NEED TO
HEAR ABOUT
MORLUN.

THINK I GOT THE EDGE
ON HER IN THE SPIDER-
STRENGTH DEPARTMENT.

GNH!

WHY SHOULD
I LISTEN TO
ANYTHING YOU
HAVE TO
SAY?

DAMN! BUT HER
SPIDER-SENSE? NOT
EVEN A CONTEST.

THAT'S MATRIX/BULLET-
TIME GOOD!

HE'S GONE.
FOREVER.

WHAT?!

MORLUN'S
DEAD, CINDY.

FOR
REAL?

CROSS
MY SPIDER-
HEART.



SO MORLUN'S DEAD. AND I'M...
...FREE.



YUP. YOU'RE GOOD TO GO.

I'M FREE!

OUTSIDE!
SKY! CLOUDS!
SUN!

HOT
FOOD ON
STICKS!



HELLO,
NEW YORK!

WHOA THERE!
NOT BOUNDING
AROUND WITH
SPIDER-POWERS
IN YOUR CIVIES
YOU DON'T. YOU
NEED A MASK
AND--



AH.
RIGHT.

SUPER HERO
SUIT.

GOT THAT
COVERED.



SWIPP

SWPPP



HEY. HOW ARE YOU DOING THAT?

PRACTICE. COSTUME ON THE GO. YOU LIKE?

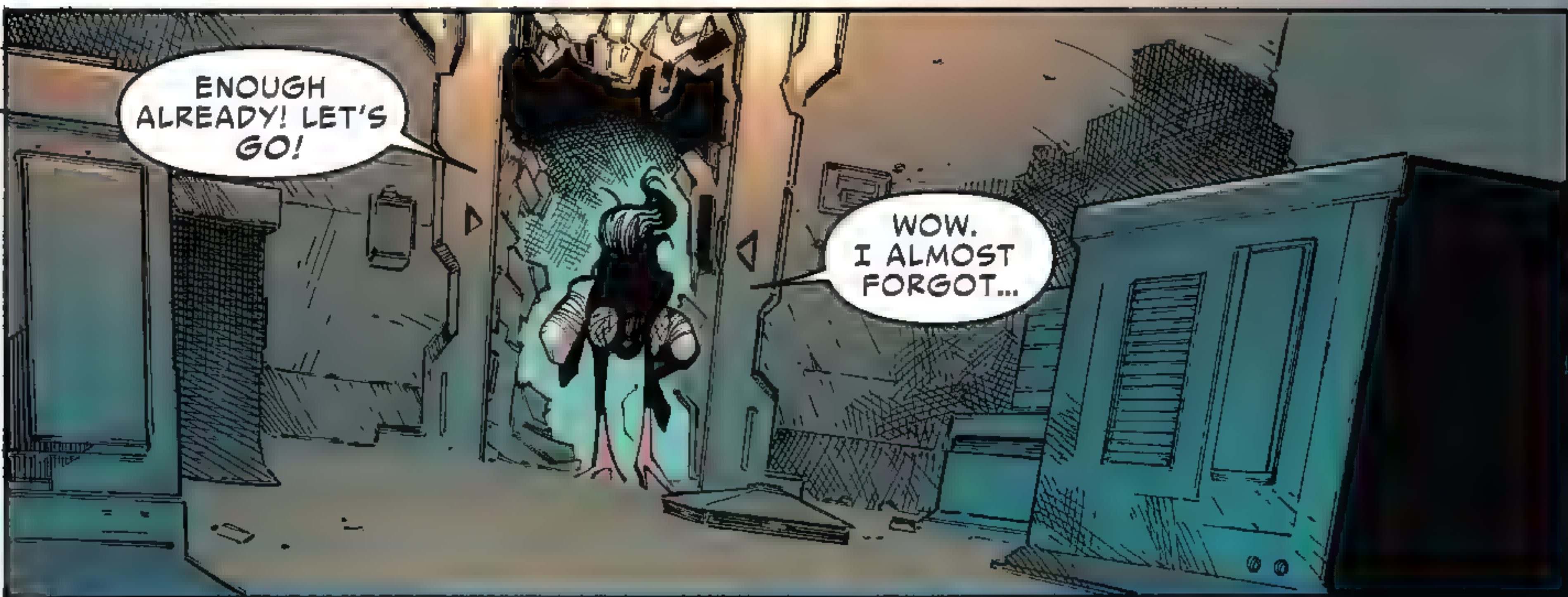
WHEN I THINK OF THE MONEY I COULDA SAVED ON SPIDEY-SUITS OVER THE YEARS...

TA DA! HOW DO YOU LIKE MY THREADS?

CINDY, THEY'RE--

NUH-UH. NOT WHEN I'M WEBBED UP. WHEN I'M LIKE THIS, CALL ME--

SILK!



ENOUGH ALREADY! LET'S GO!

WOW. I ALMOST FORGOT...

...HOW BIG IT IS! JUST LOOK AT IT ALL!

C'MON!

CINDY--

SILK! SLOW DOWN!

SEEN YOU DO THIS A ZILLION TIMES.

ALWAYS WANTED TO TRY IT.

SWP

SWEET!

YEAH. IT'S A HOOT AND A HALF.

NOW WHY DON'T WE BRING IT IN, HAVE A CHAT...

...AND FIGURE OUT WHERE WE GO NEXT FROM--

NEXT?! OH, I KNOW EXACTLY WHERE I'M GOING!

WAIT!

GREAT. I'M LOSING HER. NO WAY I CAN KEEP UP!

I'VE LET HER LOOSE, AND SHE HAS NO CLUE HOW THE WORLD'S CHANGED...



...OR WHAT DANGERS
ARE OUT THERE.

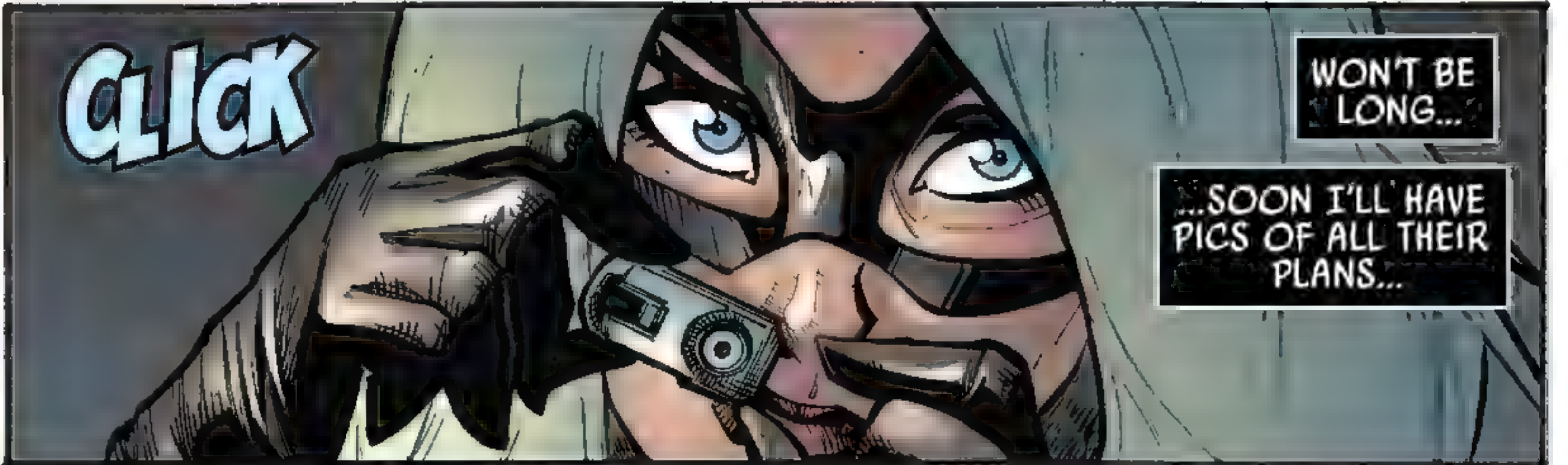
...AND IF HE
SOMEHOW
BUSTS THE
LOCK--
SPLOOSH!

HE'S COVERED
HEAD-TO-TOE
IN AN ELECTRIC-
SUPPRESSING
GEL!



GREAT PLAN.
ONE FLAW THOUGH.
HOW DOES HE
BREATHE?

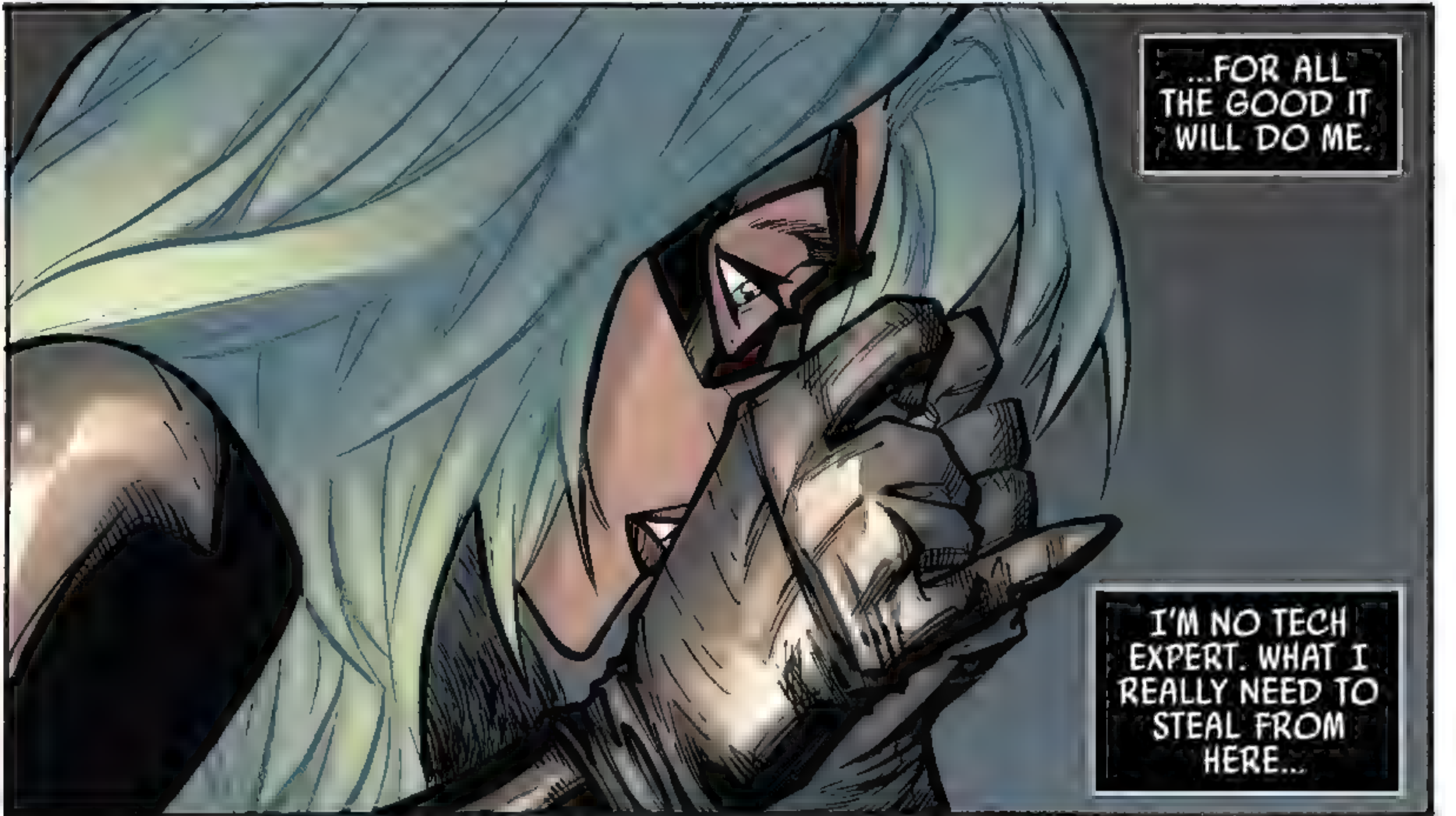
PRETTY SURE
PARKER WANTS ELECTRO
TO KEEP BREATHING.



Click

WON'T BE
LONG...

...SOON I'LL HAVE
PICS OF ALL THEIR
PLANS...



...FOR ALL
THE GOOD IT
WILL DO ME.

I'M NO TECH
EXPERT. WHAT I
REALLY NEED TO
STEAL FROM
HERE...

IS SOMEONE WHO CAN TELL
ME HOW IT ALL WORKS.

PARKER,
IT'S SAJANI.
THIS IS MY LAST
MESSAGE.

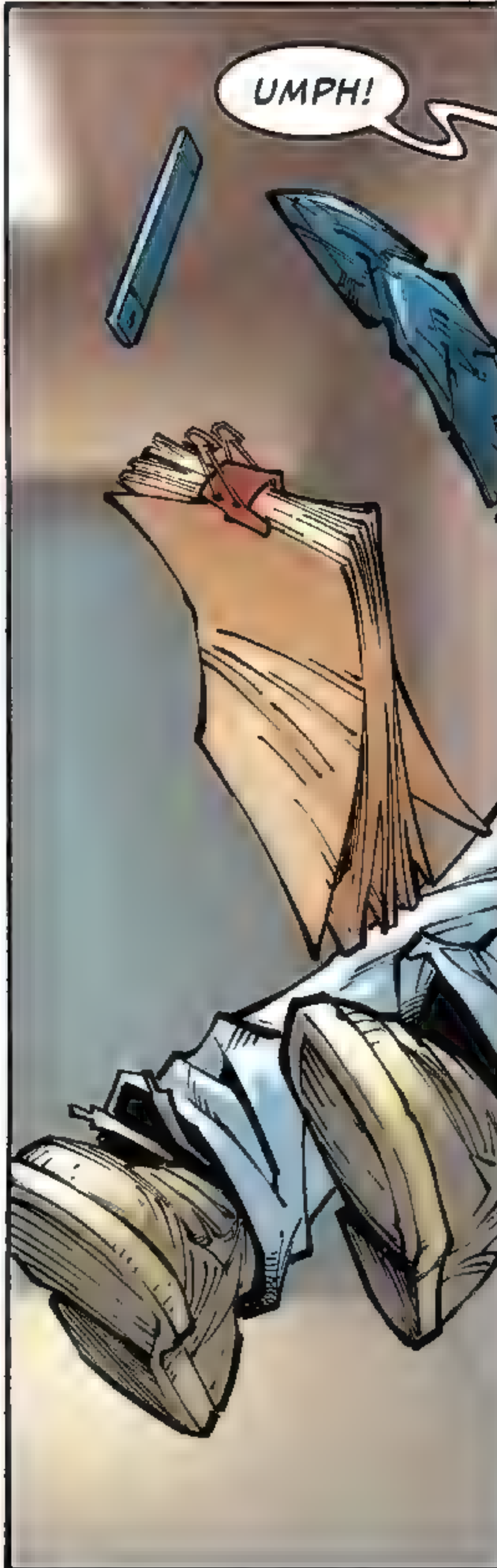
I'M DONE
PUTTING UP
WITH YOUR
DISAPPEARING
ACTS.



LET'S SEE HOW
WELL YOU DEAL WITH
EVERYTHING WHEN I'M
SUDDENLY NOT
THERE!

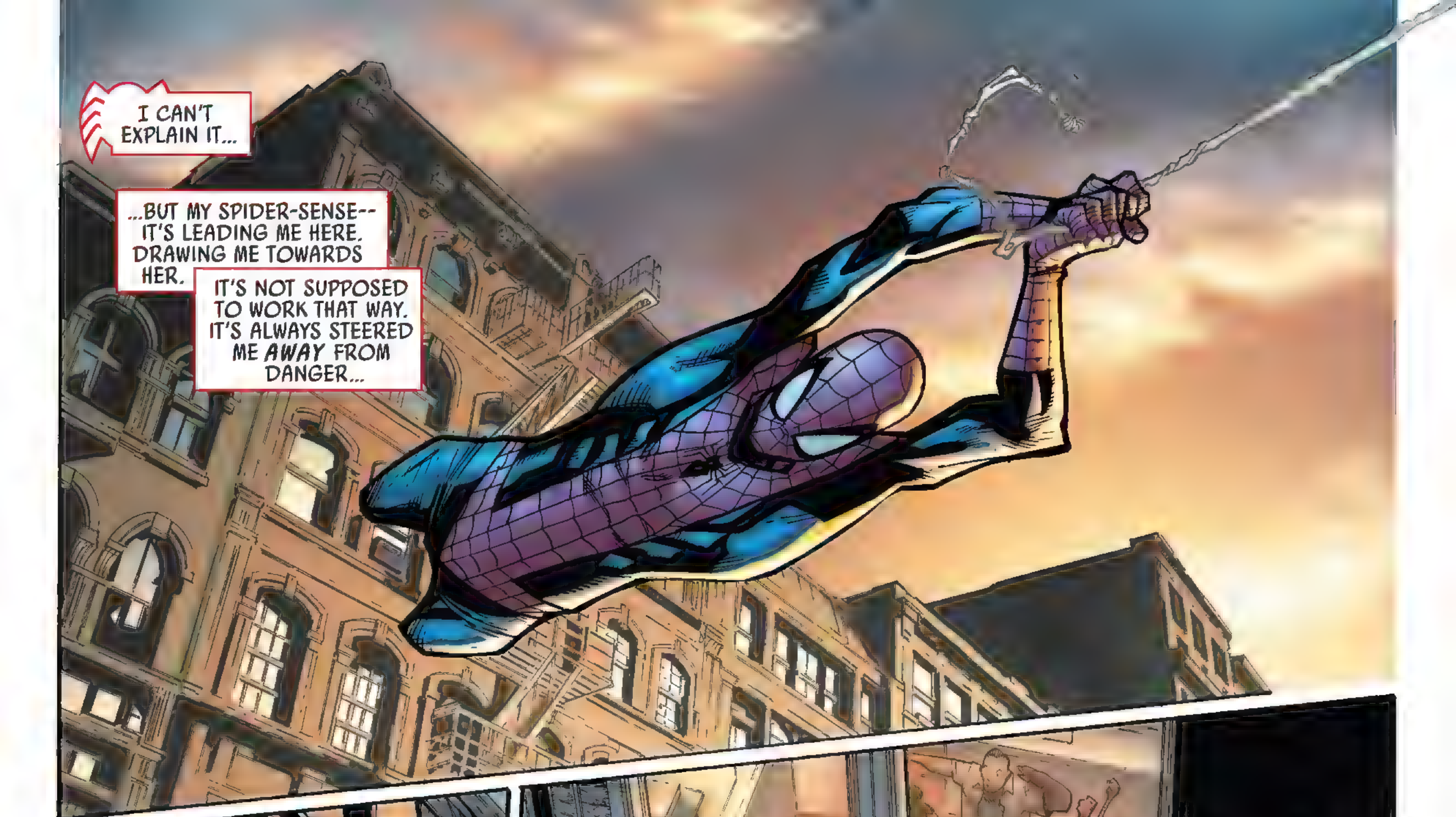


UMPH!



OH I
COULDN'T'VE
TIMED THAT
BETTER IF I
TRIED.

LUCKY
ME.



I CAN'T
EXPLAIN IT...

...BUT MY SPIDER-SENSE--
IT'S LEADING ME HERE,
DRAWING ME TOWARDS
HER.

IT'S NOT SUPPOSED
TO WORK THAT WAY.
IT'S ALWAYS STEERED
ME AWAY FROM
DANGER...



...NEVER TOWARDS
SOMETHING, OR
SOMEONE.

SILK?
WHAT IS THIS
PLACE?



IT'S MY
HOME.

BUT...

THAT'S
NOT MY
FAMILY.



THEY'RE
NOT--

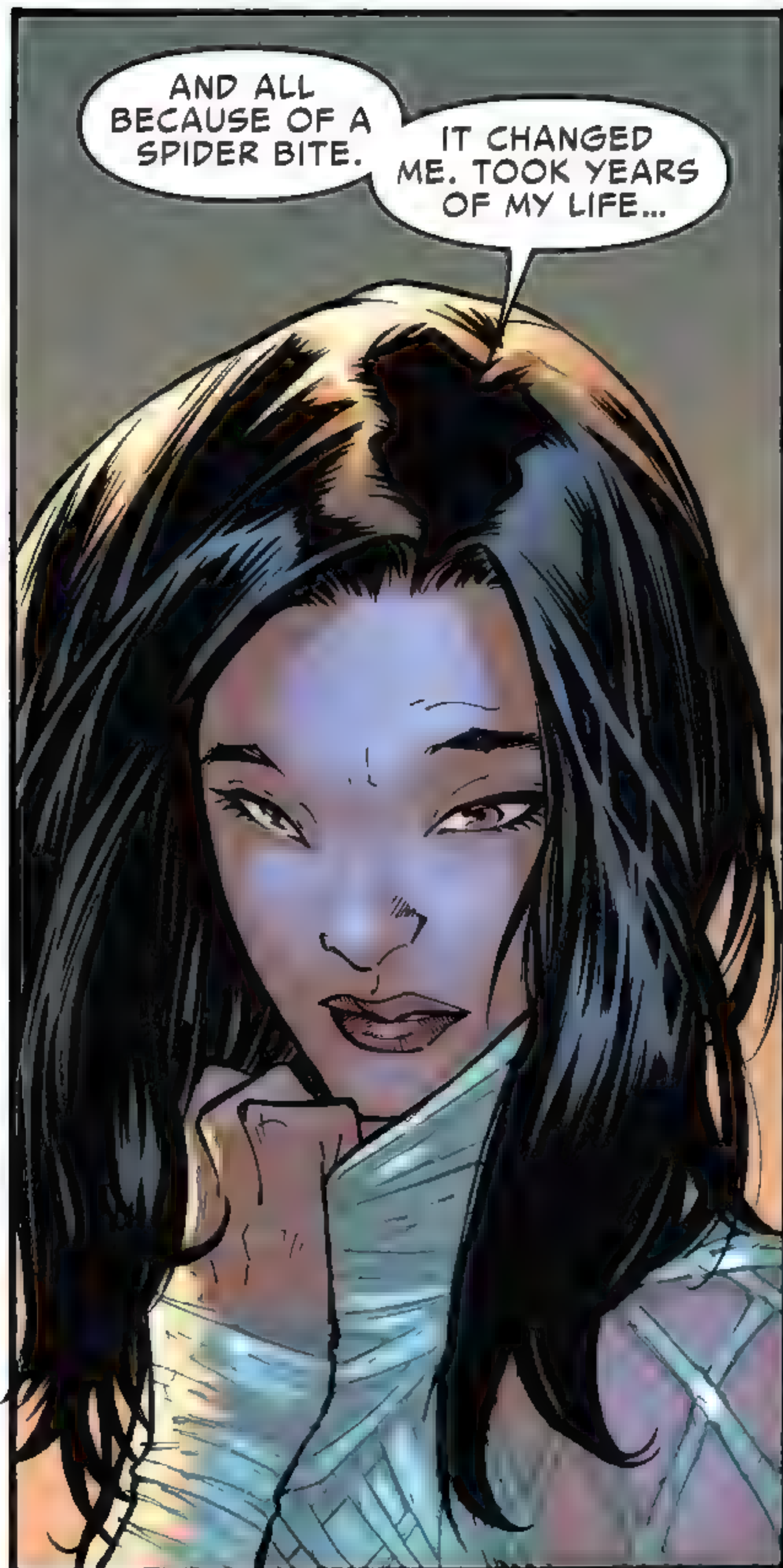
THEY'VE
MOVED.



I HAVE
NO IDEA
WHERE THEY
ARE.

IF THEY'RE
EVEN STILL
ALIVE. I--

CINDY...



AND ALL BECAUSE OF A SPIDER BITE.

IT CHANGED ME. TOOK YEARS OF MY LIFE...



AND NOW MY FAMILY...
YOU WOULDN'T UNDERSTAND.

YOU'D BE SURPRISED.

DON'T WORRY. IF THEY'RE OUT THERE, WE'LL FIND THEM. I PROMISE.

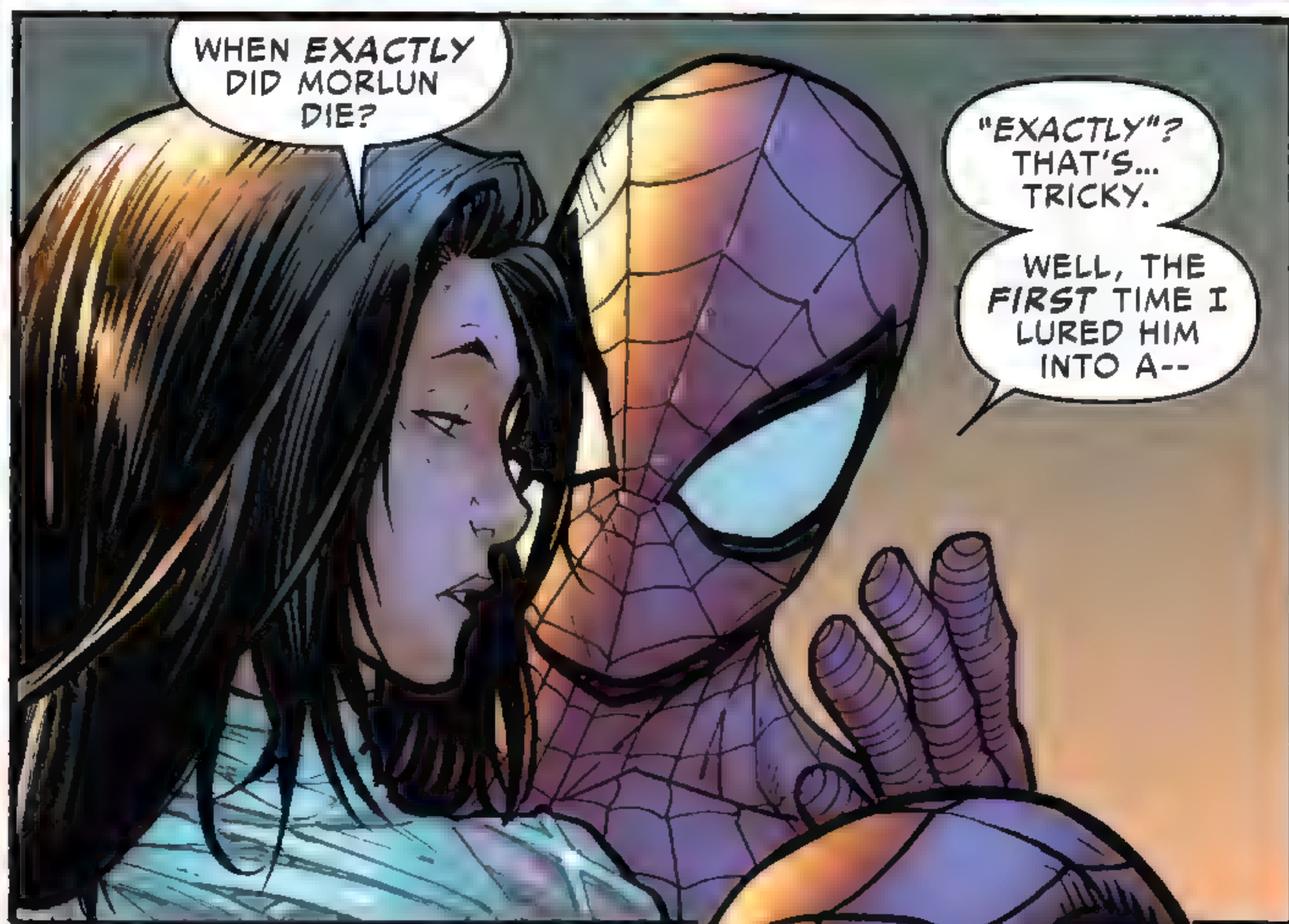


I HAVE TO KNOW... HOW LONG AGO DID IT HAPPEN?

WHAT?

IT'S GOING TO EAT AT ME UNTIL YOU TELL ME.

WHEN COULD I HAVE LEFT THAT STUPID BUNKER?



WHEN EXACTLY DID MORLUN DIE?

"EXACTLY"? THAT'S... TRICKY.

WELL, THE FIRST TIME I LURED HIM INTO A--



WAIT!

WHAT DO YOU MEAN "THE FIRST TIME"?!

I'VE GONE UP AGAINST HIM TWICE. HE DIED BOTH TIMES.

LIKE I WAS SAYING, THE FIRST TIME--



TWICE?!

YOU MORON!



OW! THAT WAS LIGHTNING FAST. NOTHING I COULD DO TO AVOID IT!

IT MEANS HE CAN COME BACK!

HE COULD BE OUT THERE SOMEWHERE RIGHT NOW!

WHY DID YOU--?



WELL, WHEN YOU PUT IT LIKE THAT...

YOU'RE JOKING?!

HOW DARE YOU?!

ALL MY SACRIFICE! LOCKED AWAY FOR MOST OF MY LIFE!

AND YOU JUST MADE IT ALL FOR NOTHING!

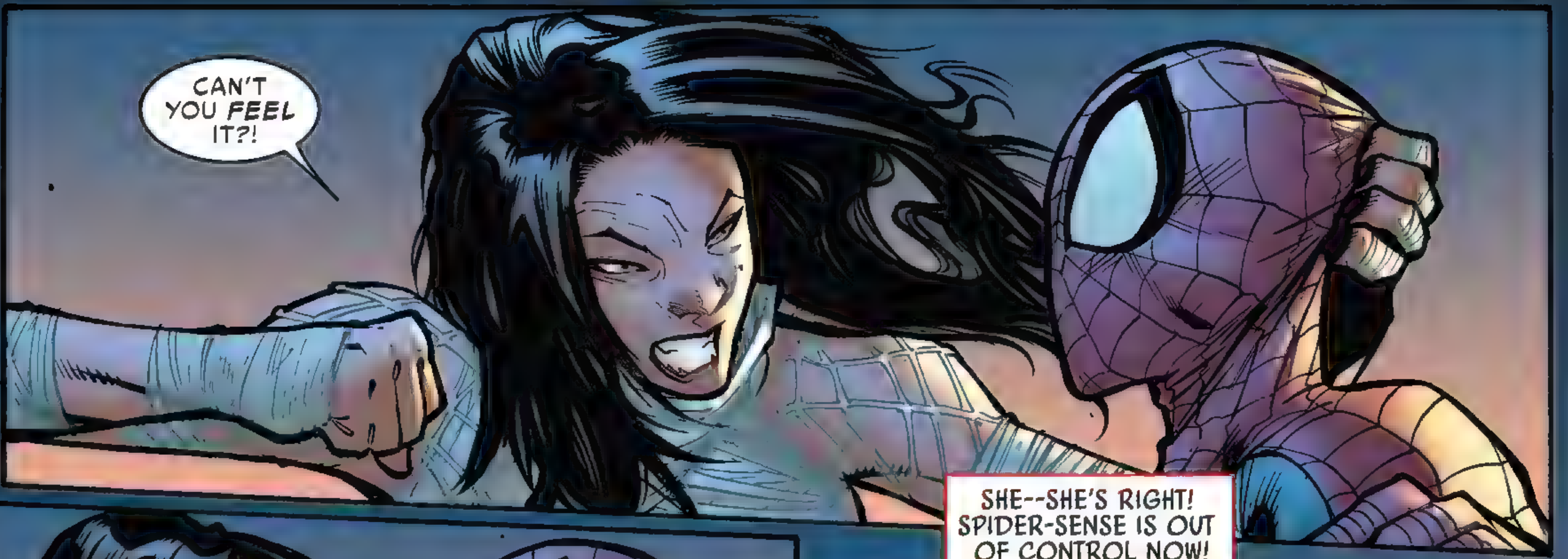
GYAH!

HER WEB! THE TIP'S BARBED!

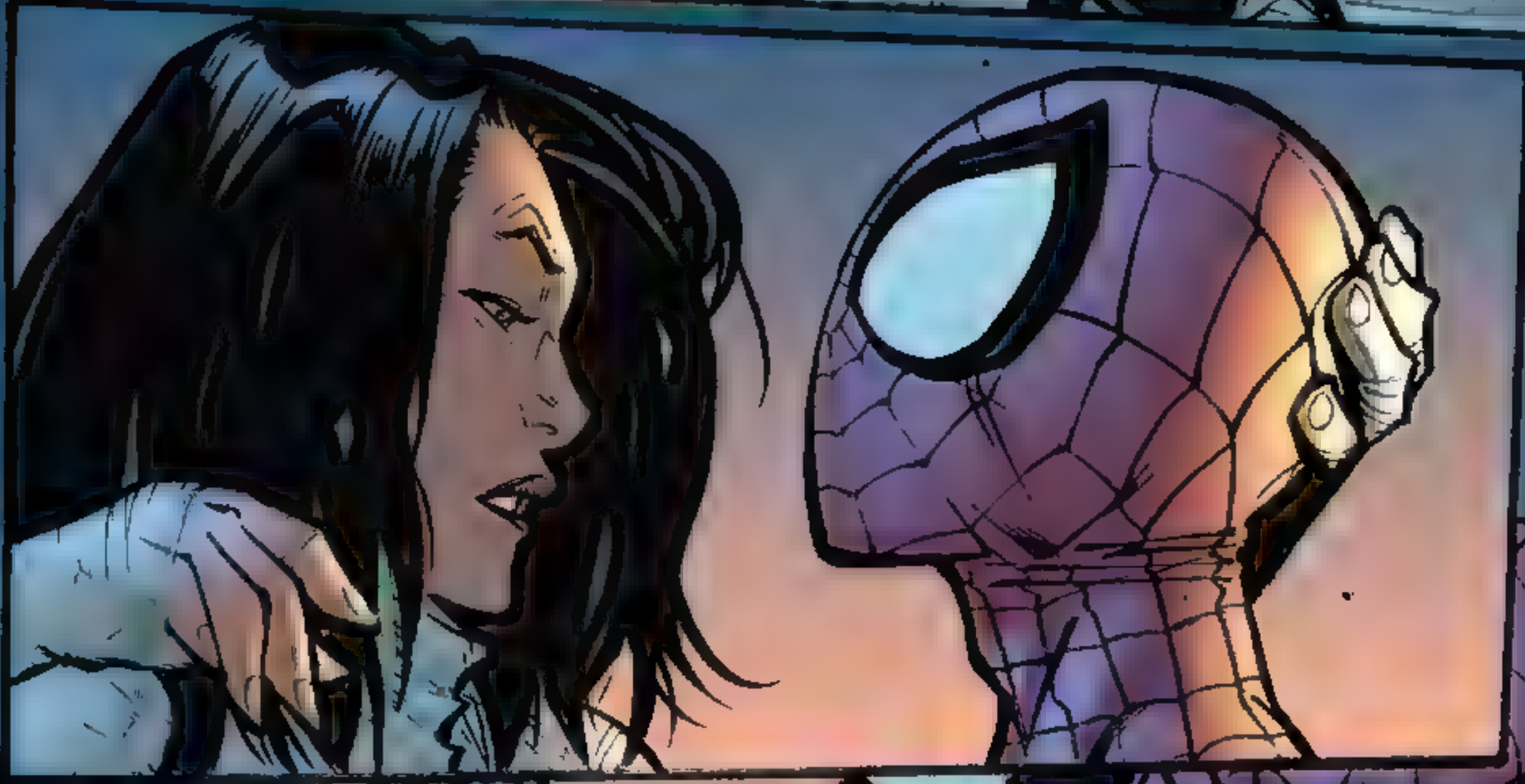
LIKE A FISHHOOK IN MY BACK! HOW'D SHE DO THAT?!

IT'S KINDA MY THING.

WE'RE ALL IN DANGER NOW!



SHE--SHE'S RIGHT!
SPIDER-SENSE IS OUT
OF CONTROL NOW!



IT'S POUNDING!
SCREAMING!

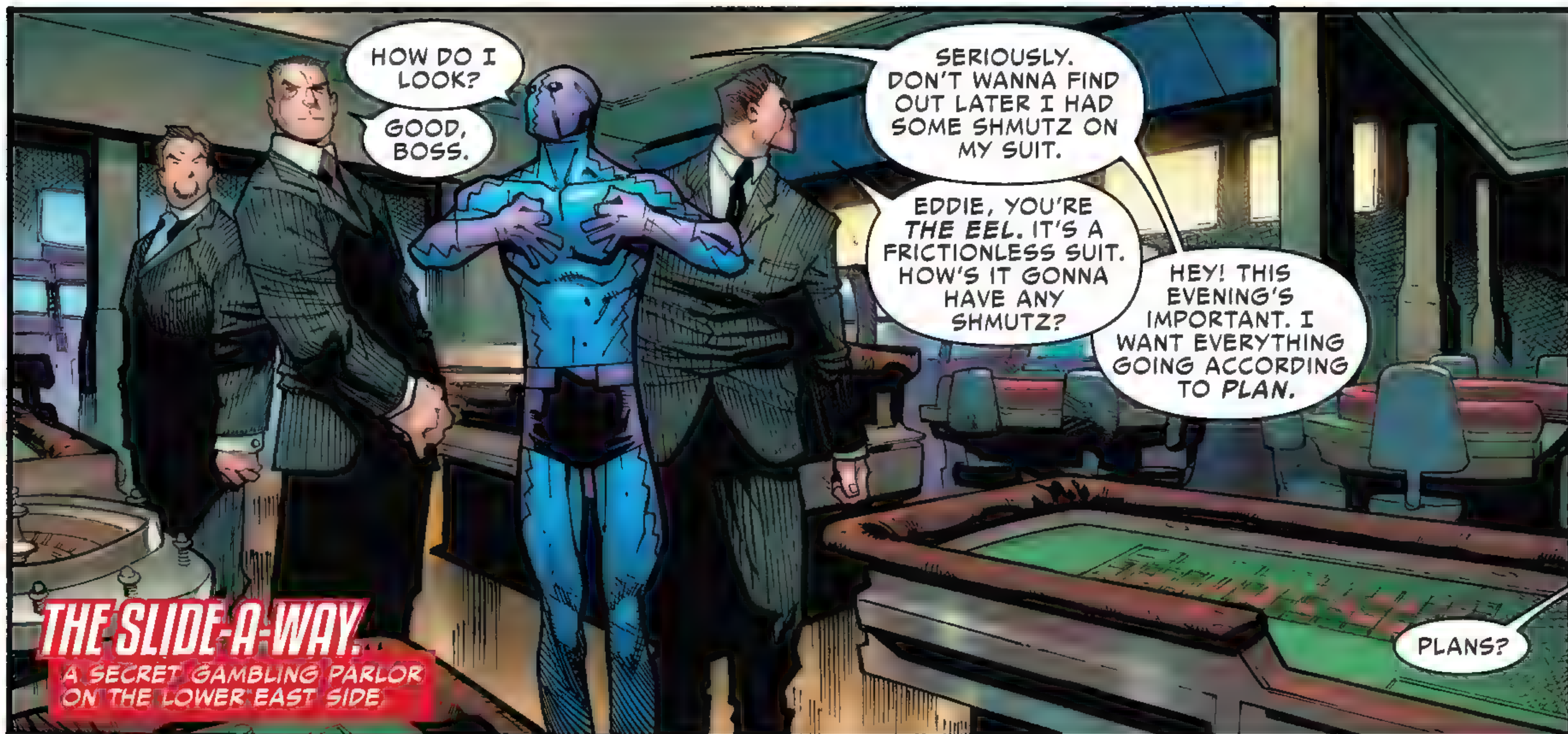
NOT JUST IN MY
HEAD! RACING
THROUGH MY
VEINS!

NEVER FELT LIKE
THIS BEFORE...



YES.





THE SLIDE-A-WAY.
A SECRET GAMBLING PARLOR
ON THE LOWER EAST SIDE.

HOW DO I
LOOK?
GOOD,
BOSS.

SERIOUSLY.
DON'T WANNA FIND
OUT LATER I HAD
SOME SHMUTZ ON
MY SUIT.

EDDIE, YOU'RE
THE EEL. IT'S A
FRICTIONLESS SUIT.
HOW'S IT GONNA
HAVE ANY
SHMUTZ?

HEY! THIS
EVENING'S
IMPORTANT. I
WANT EVERYTHING
GOING ACCORDING
TO PLAN.

PLANS?



TAKE
IT FROM ME,
EEL...

KLAK-KAK-AK



WHO'S
THERE?!

...PLANS HAVE A
WAY OF FALLING
APART.

LIFE'S SO
MUCH BETTER
WHEN YOU PLAY
IT LOOSE AND
TAKE YOUR
CHANCES.



13. MY
LUCKY NUMBER.
WHAT'RE THE
ODDS?

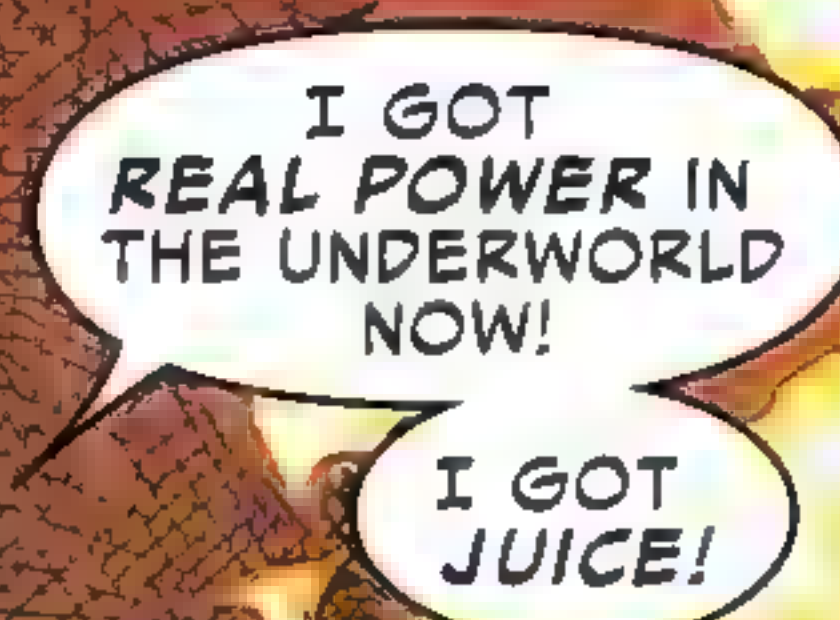
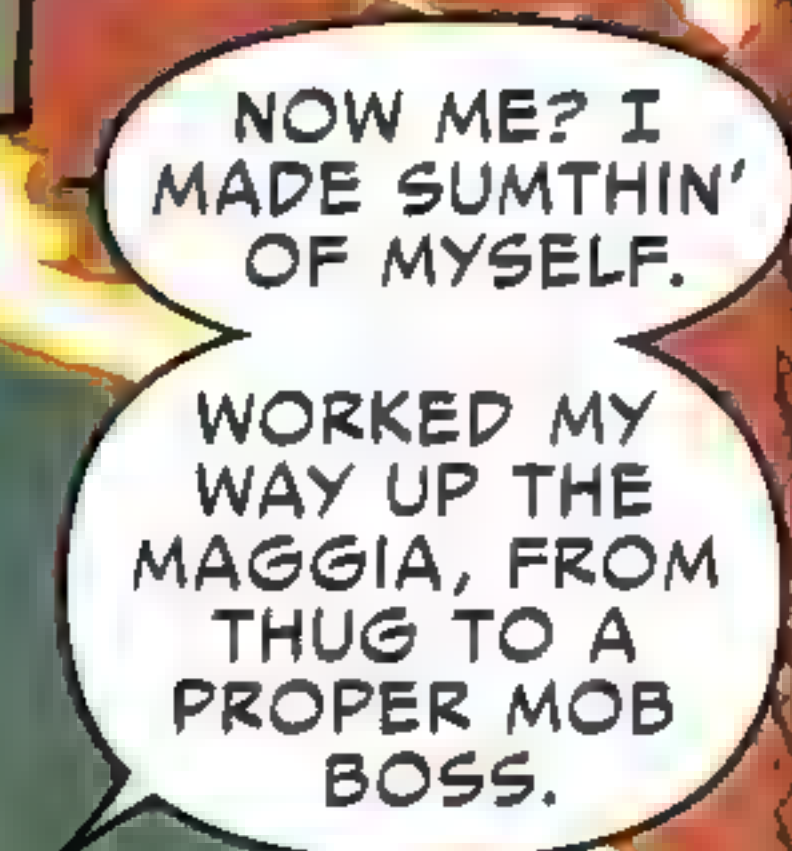
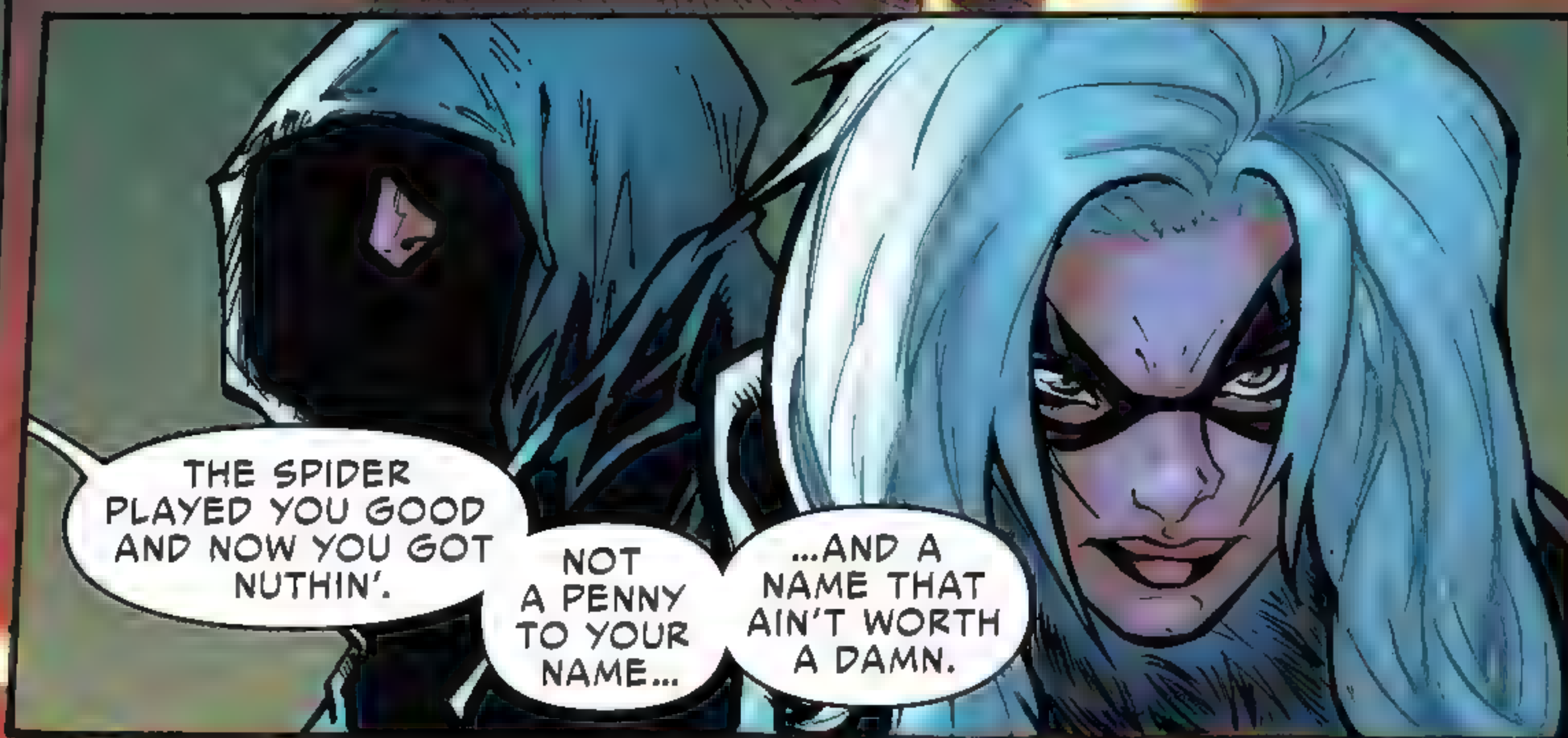
AK-AK-KAK

FAIR WARNING,
EDDIE. THIS BLACK
CAT'S CROSSING
YOUR PATH.

MOVING
IN ON YOUR
ACTION.

IF YOU'RE
A SMART EEL,
YOU'LL SLIP
AWAY.





ZZAT





THE UPPER WEST SIDE.

A ROOFTOP OVERLOOKING
THE... WHO CARES? LOOK
WHAT'S GOING ON HERE!

THERE'S A MOMENT WHERE
I CAN'T EVEN REMEMBER MY
OWN NAME. LET ALONE HERS.

I'M SPIDER-MAN.
AND SHE'S...SILK.
CINDY MOON.

JUST MET HER.
DON'T KNOW
ANYTHING ABOUT
HER...

...OTHER THAN
I CAN'T LET GO!
I CAN'T STOP!

AR

I CAN'T--

MMM--
NO.

MASK
STAYS
ON.

IT'S OKAY.
I KNOW WHO
YOU ARE...

...PETER.

WHAT?!



THAT DID IT! THAT WAS THE MENTAL
COLD SHOWER I NEEDED.

YOU KNOW
MY SECRET
IDENTITY?!

YOU'RE PETER
PARKER--

DON'T
SAY IT OUT
LOUD!

YOU'RE
ALMOST
IN YOUR
BIRTHDAY
SUIT--

--ON A
ROOFTOP,
AND YOU'RE
SHY ABOUT
THAT?



FINE. I WON'T
SAY YOUR NAME
WHILE WE'RE--

WHOA! WE'RE
NOT DOING
ANYTHING.

I MEAN WE
WERE. BUT NOW
WE'RE NOT,
BECAUSE...

BECAUSE...?

THAT'S A GOOD QUESTION. I--I DON'T
KNOW WHAT CAME OVER ME EITHER.

I FELT
SOMETHING...BASIC.
A PRIMAL
CONNECTION.

IS IT BECAUSE
WE WERE BITTEN
BY THE SAME
SPIDER?



STILL
DON'T KNOW
IF I BELIEVE
THAT...

...OR ANY
OF YOUR STORY
REALLY.



MAYBE YOU WERE RIGHT. MAYBE I
SHOULDN'T HAVE OPENED UP YOUR
BUNKER.

AND IF MORLUN IS
OUT THERE, MAYBE
THE SMART MOVE
WOULD BE...

TO PUT ME
BACK?! NO. THE
DAMAGE HAS
BEEN DONE.

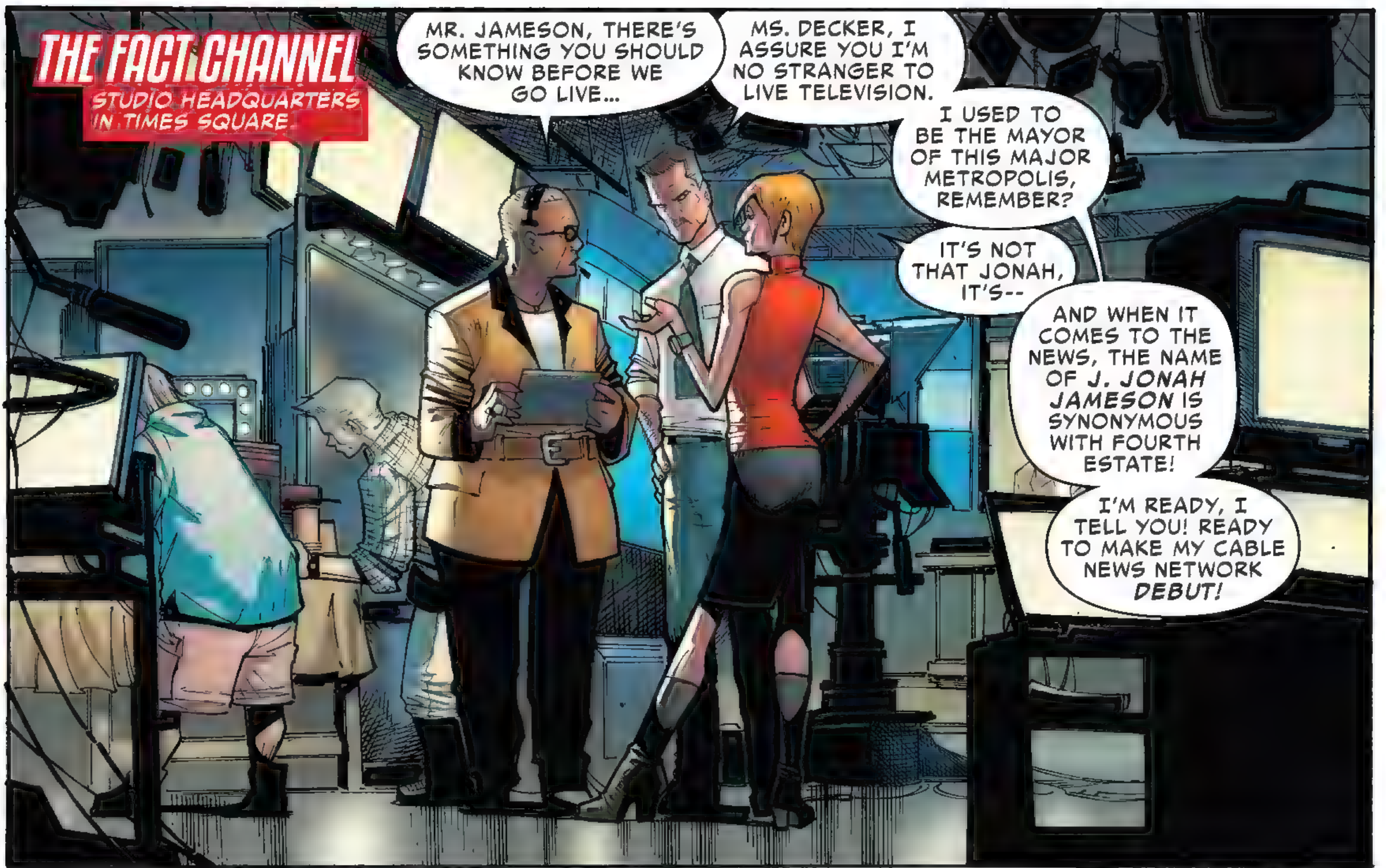
I SPENT
ALMOST HALF
MY LIFE DOWN
THERE. I'M
NEVER GOING
BACK.



YOU HAVE NO
IDEA WHAT I'VE
MISSED. WHAT
I'VE--

PETER...

YOU'RE
THE FIRST
PERSON I'VE
KISSED IN TEN
YEARS.



THE FACT CHANNEL
STUDIO HEADQUARTERS
IN TIMES SQUARE

MR. JAMESON, THERE'S
SOMETHING YOU SHOULD
KNOW BEFORE WE
GO LIVE...

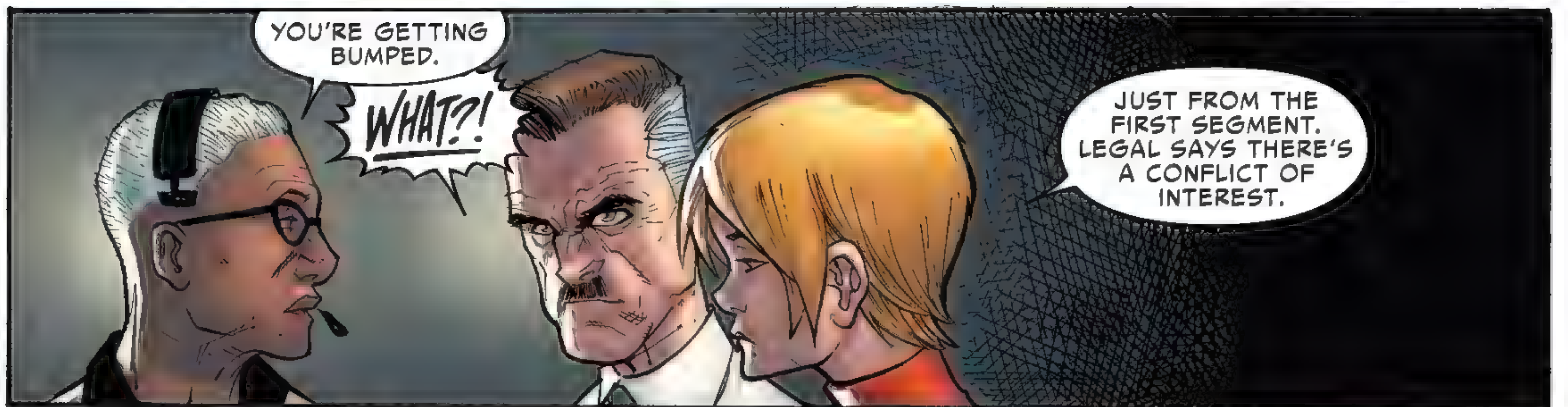
MS. DECKER, I
ASSURE YOU I'M
NO STRANGER TO
LIVE TELEVISION.

I USED TO
BE THE MAYOR
OF THIS MAJOR
METROPOLIS,
REMEMBER?

IT'S NOT
THAT JONAH,
IT'S--

AND WHEN IT
COMES TO THE
NEWS, THE NAME
OF J. JONAH
JAMESON IS
SYNONYMOUS
WITH FOURTH
ESTATE!

I'M READY, I
TELL YOU! READY
TO MAKE MY CABLE
NEWS NETWORK
DEBUT!



YOU'RE GETTING
BUMPED.

WHAT?!

JUST FROM THE
FIRST SEGMENT.
LEGAL SAYS THERE'S
A CONFLICT OF
INTEREST.



WE'RE INTERVIEWING ONE
OF THE HEADS OF A NEW
TECH START-UP.

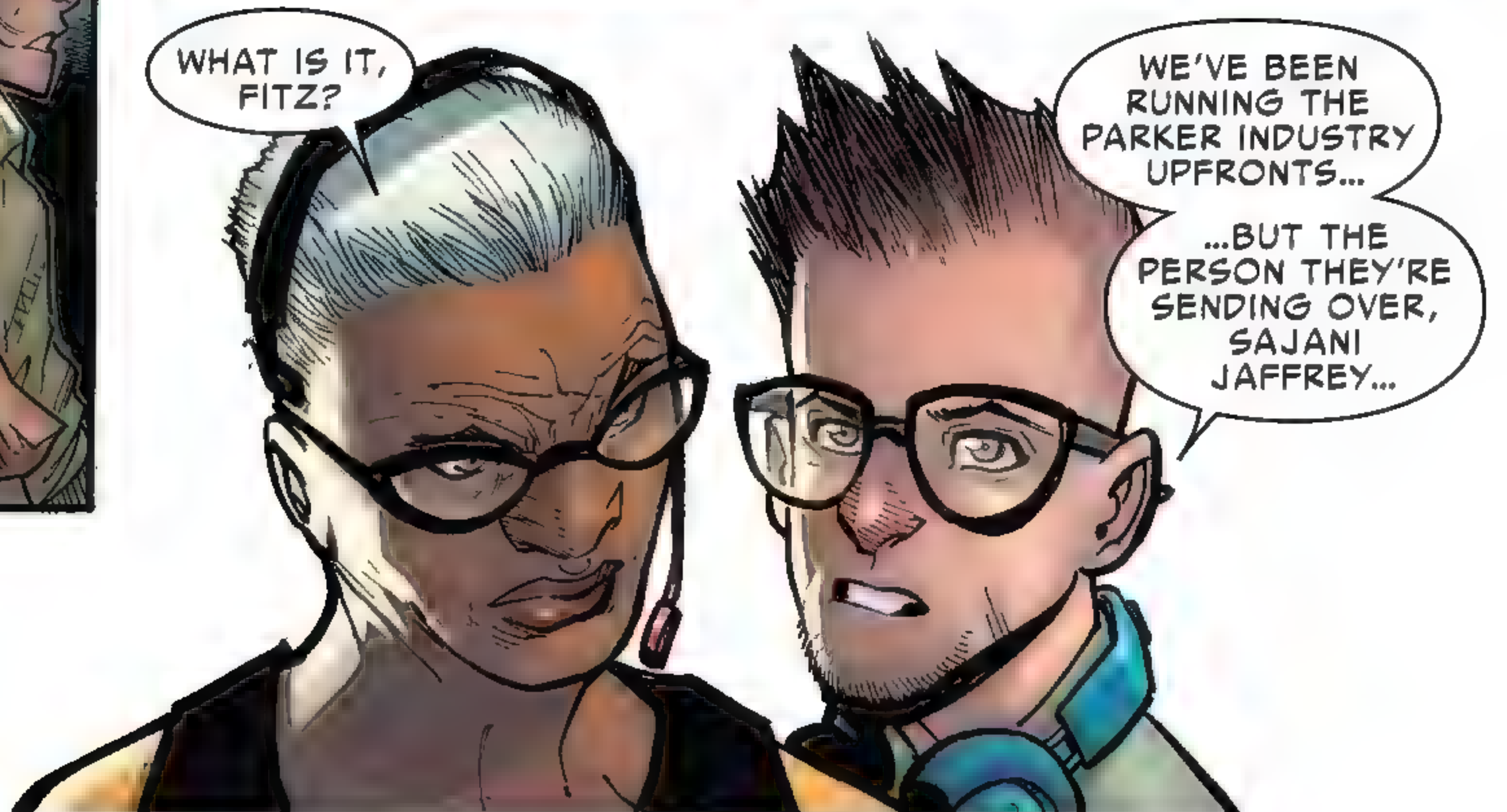
PARKER INDUSTRIES.
A COMPANY WHOSE
LARGEST INVESTOR
IS YOUR OWN
FATHER.



AND WHOSE C.E.O. IS
YOUR STEPBROTHER,
PETER--

PARKERRR!

MS.
DECKER?
WE HAVE A
PROBLEM,
MA'AM.



WHAT IS IT,
FITZ?

WE'VE BEEN
RUNNING THE
PARKER INDUSTRY
UPFRONTS...

...BUT THE
PERSON THEY'RE
SENDING OVER,
SAJANI
JAFFREY...

"...SHE HASN'T CHECKED
IN YET. WE HAVE NO IDEA
WHERE SHE IS."

CHAMPAGNE.
CAVIAR. AND
HANDCUFFS.

GOTTA SAY,
NOT WHAT I WAS
EXPECTING.



ALWAYS THOUGHT
WHEN SUPER VILLAINS
ABDUCT YOU THEY TAKE
YOU TO AN ABANDONED
WAREHOUSE IN THE
BAD PART OF
TOWN.

WHAT CAN I
TELL YOU? THE
BLACK CAT LIKES
TO HIDE OUT
IN STYLE.

ME? I COULDN'T
CARE LESS. SEE ALL
I CARE ABOUT,
JAFFEY...

...IS WHY
YOUR COMPANY'S
BUILDING TRAPS.
JUST TO CATCH
ME.



TRUST ME, "ELECTRO,"
I'D RATHER WORK ON ANY
OTHER ASSIGNMENT.

BUT MY
STUPID PARTNER,
PARKER, HAS
MADE YOU OUR
TOP PRIORITY.

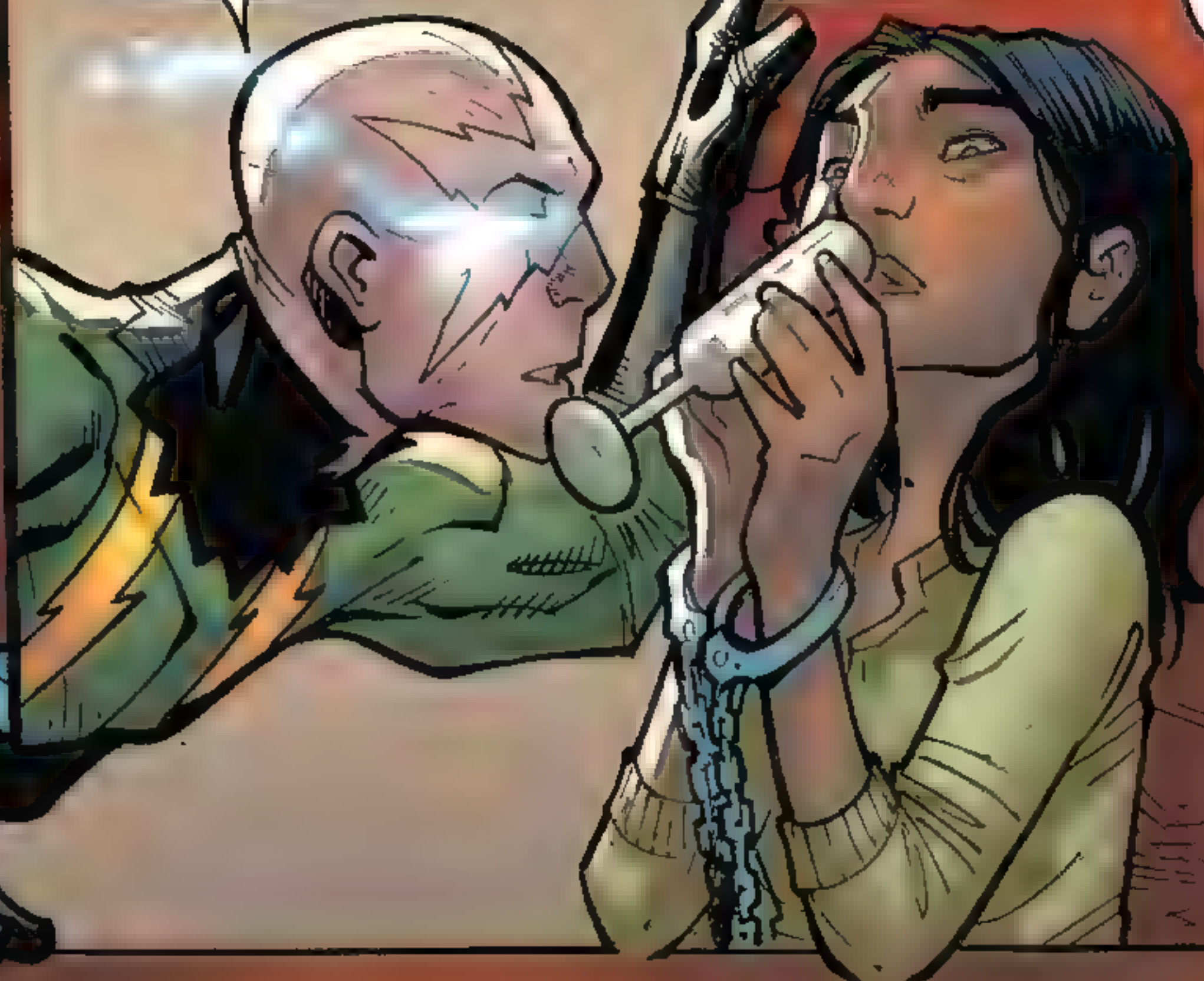
NEXT TIME,
WHY DON'T YOU
AND MS. SKANKY
LEATHER QUEEN
TRY KIDNAPPING
HIM?



I MEAN LOOK
AT THIS. WHY ARE
WE WASTING OUR
TIME AND
RESOURCES...

...ON WAYS TO
CAPTURE AND CURE YOU?

WAIT!
DID YOU SAY,
"CURE"?



YEAH.
WHATEVER.
TOP ME
OFF.

SOME OF
THE BOLLINGER
THIS TIME.

AN ABANDONED WAREHOUSE.

IN THE BAD PART OF TOWN.

THE EEL SHOULD'VE BEEN HERE BY NOW!

WHAT'S KEEPING HIM?!

PATIENCE, URICH.

YOU'LL ADDRESS ME, MR. NEGATIVE, AS THE GOBLIN KING. I'VE EARNED IT.

EXACTLY. YOU BIDED YOUR TIME WITH THE KINGPIN. AND SURVIVED OSBORN'S BRIEF REIGN.

YOU CAN WAIT A LITTLE LONGER. AND WHEN OUR MAGGIA FRIEND ARRIVES, WE CAN CARVE UP NEW YORK BETWEEN THE THREE OF US.

FINE. BUT WE TREAT IT LIKE A PIZZA. IF HE'S NOT HERE IN THIRTY...

...WE GET THE WHOLE PIE FOR FREE.

HAHAHA--

HUNH?!

KRASHH

EEL?

UHH...



BOYS.
I'LL HAVE
WHAT HE WAS
HAVING.



CAT. YOU
WERE NOT
INVITED.

I WAS HIS
PLUS ONE,
DEAR. AND
NOW THAT
HE'S OUT...

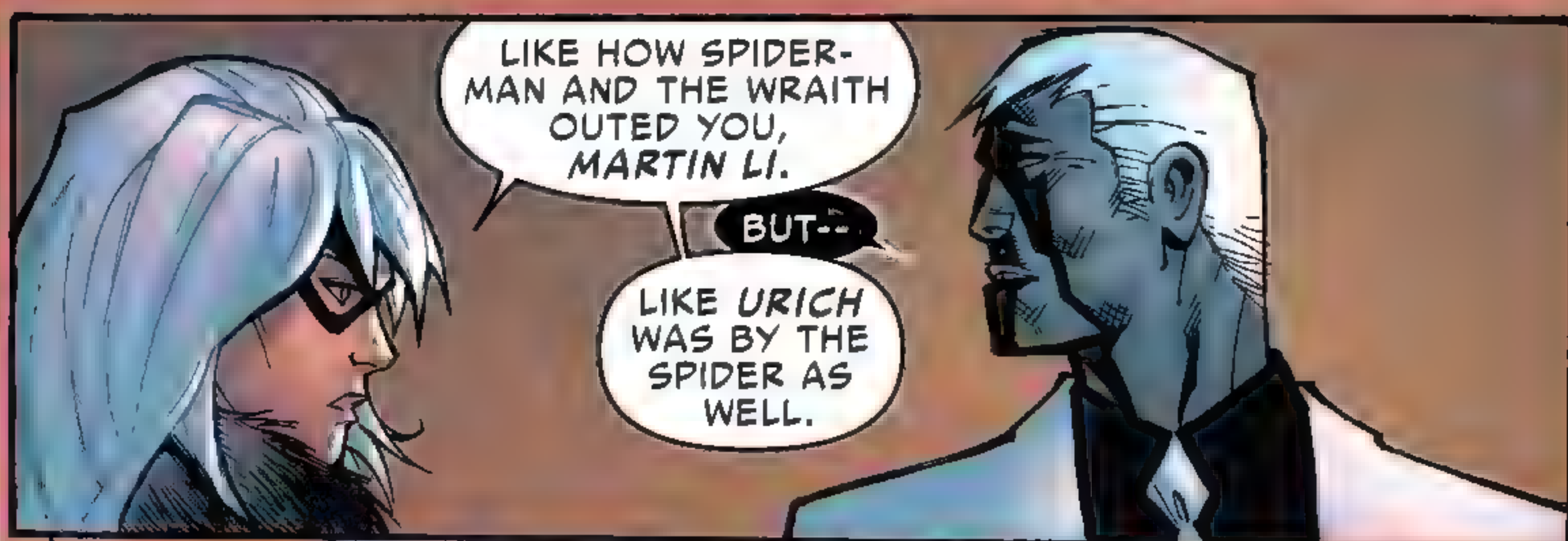
...I'M THE ONE
AND ONLY. DEAL
ME IN. I'M READY
TO PLAY IN THE
BIG LEAGUES.



YOU HAVE NO
STANDING HERE,
HARDY. ALL YOU
HAVE IS A
REPUTATION...

...ONE THAT
WAS DESTROYED
BY THE SPIDER.

NO. I WAS
"OUTTED."



LIKE HOW SPIDER-
MAN AND THE WRAITH
OUTED YOU,
MARTIN LI.

BUT--

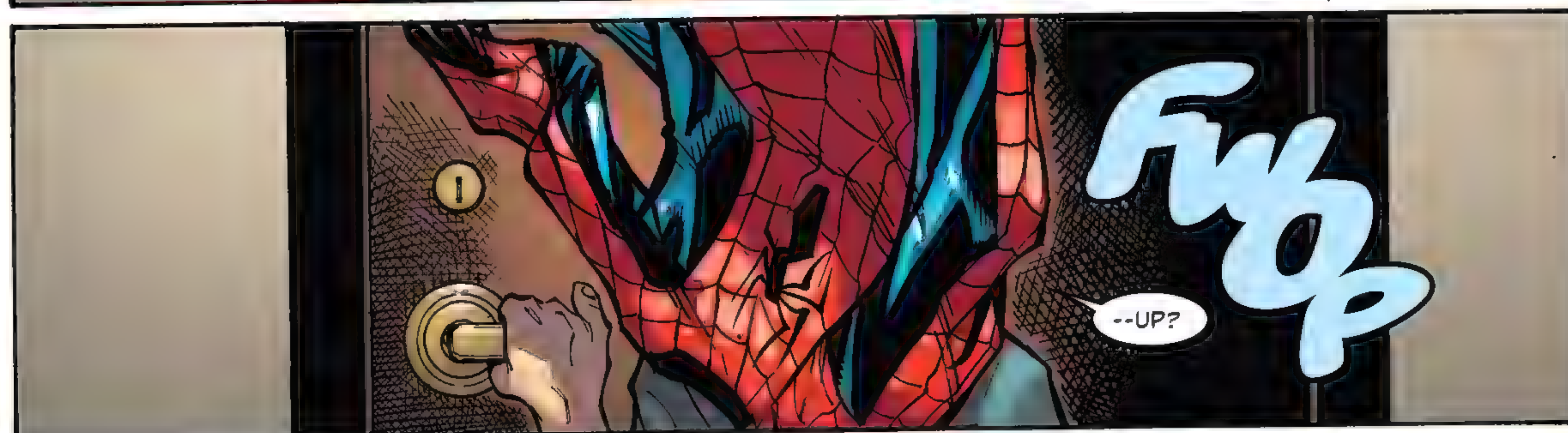
LIKE URICH
WAS BY THE
SPIDER AS
WELL.



FACE IT. ME
AND YOUR BOYS'
CLUB HERE HAVE A
LOT IN COMMON, BUT
THAT'S ABOUT TO
CHANGE.

BECAUSE
I'M GOING TO
DO SOMETHING
YOU BOYS NEVER
COULD...

...SMASH
THE SPIDER
AND BREAK
THE MAN.





SORRY. I...DON'T KNOW WHAT CAME OVER ME. I'M ACTUALLY VERY MAD AT HIM...

...BUT WHEN WE'RE TOGETHER OUR... SPIDER-SIDES KICK IN AND--

"SPIDER-SIDES"?



THAT'S SILLY.

NO, IT'S FOR REAL.

WE DON'T KNOW THAT YET. THIS IS ALL NEW. I JUST FREED CINDY FROM A SECRET BUNKER TODAY AND--



WAIT. YOU JUST MET HER?

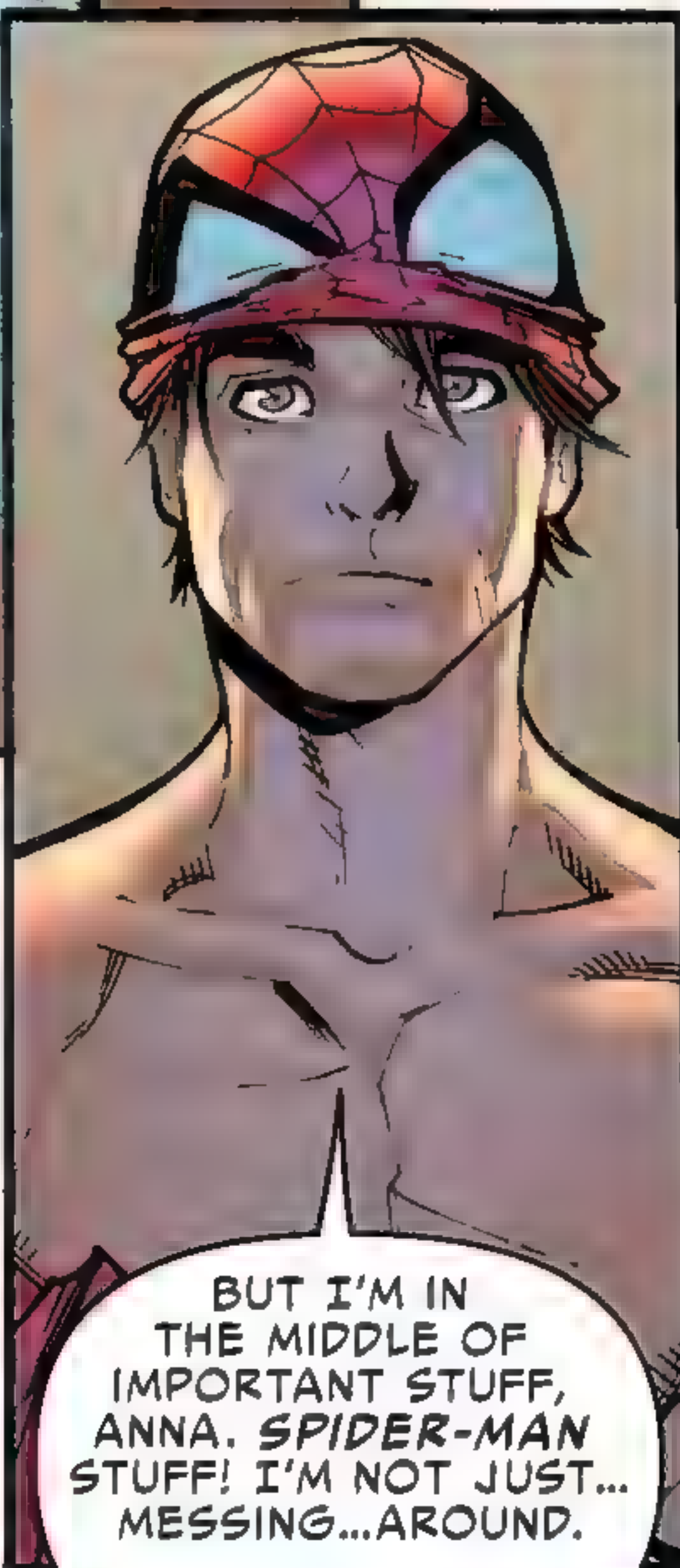
YEAH. AND WE CAN'T FIND HER FAMILY. SO I BROUGHT HER HERE SO WE COULD GOOGLE.

THAT DIDN'T LOOK LIKE GOOGLING.



UGH. I DON'T CARE WHAT YOU WERE DOING. YOUR COMPANY NEEDS YOU.

WE'RE MAKING A BIG ANNOUNCEMENT ON THE NEWS THIS MORNING. SAJANI WAS SUPPOSED TO DO IT, BUT WE CAN'T FIND HER. SO YOU'LL HAVE TO GO.



BUT I'M IN THE MIDDLE OF IMPORTANT STUFF, ANNA. SPIDER-MAN STUFF! I'M NOT JUST... MESSING...AROUND.



ALL RIGHT. I'LL PUT ON A SUIT.

AND A TIE!

FINE. WHERE IS THIS?

THE FACT CHANNEL. NOW GO!



CINDY, YOU REALLY DIDN'T HAVE TO COME TOO.

PLEASE. I JUST SPENT THE LAST HALF OF MY LIFE IN A BASEMENT.

I WANT TO SEE THE WORLD.

ALSO, IF MORLUN DOES SUDDENLY SHOW UP, I WANNA MAKE SURE HE EATS YOU FIRST.

WOW. SO THIS IS WHAT TEN YEARS ALONE DOES TO YOUR PEOPLE SKILLS.



THIS WAY PLEASE, MR. PARKER. WE'RE GOING TO WIRE YOU FOR SOUND.

PUT ON A LITTLE MAKEUP. AND THEN WE GO ON IN ABOUT TEN MINUTES.

YOU SHOULD KNOW THERE'S BEEN A CHANGE IN PLAN.

I'M NATALIE LONG. WE'VE MET BEFORE. I'LL BE CONDUCTING THE INTERVIEW...

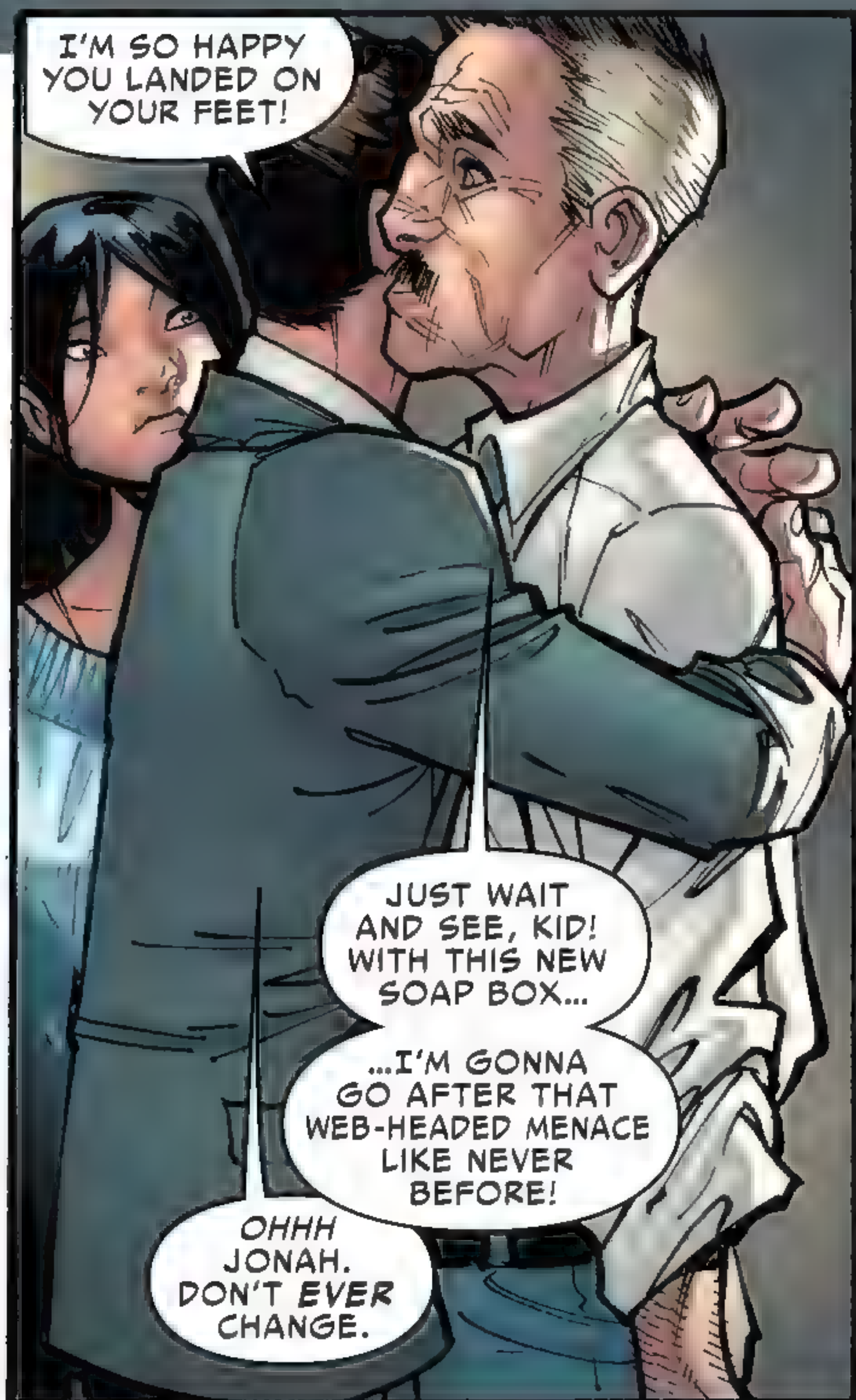


...INSTEAD OF MR. JAMESON.

JONAH! HEYYYY! WHAT ARE YOU DOING HERE?

WHAT DO YOU THINK, PARKER? THIS IS MY NEW LOT IN LIFE.

AFTER YOUR SEGMENT, I'M GOING TO BECOME A TALKING HEAD...ON TELEVISION.



I'M SO HAPPY YOU LANDED ON YOUR FEET!

JUST WAIT AND SEE, KID! WITH THIS NEW SOAP BOX...

...I'M GONNA GO AFTER THAT WEB-HEADED MENACE LIKE NEVER BEFORE!

OH HJH JONAH. DON'T EVER CHANGE.



CINDY, THIS IS MY EX-EMPLOYER, MY STEPBROTHER...

...AND THE FORMER MAYOR OF NEW YORK, J. JONAH JAMESON!

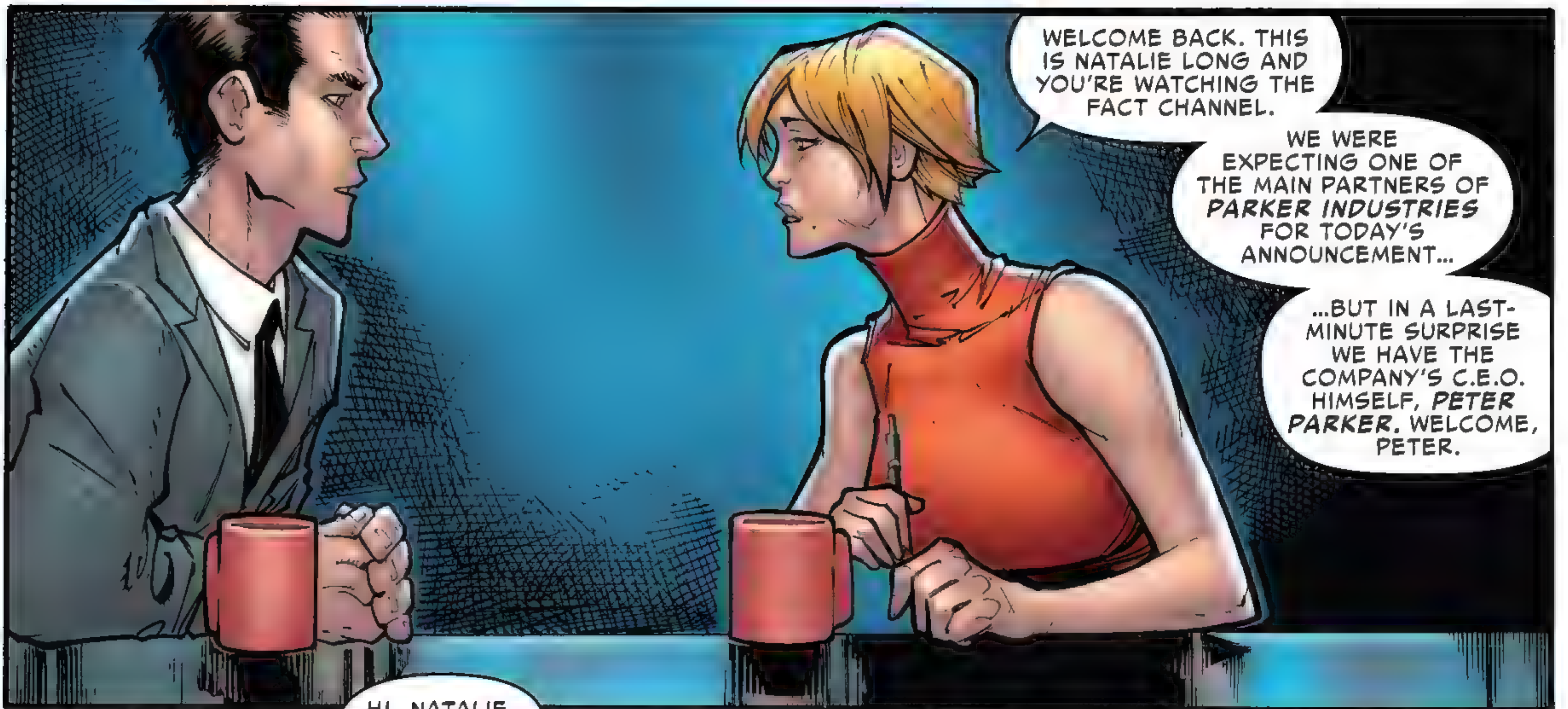
HI. WAIT. YOU WERE THE MAYOR? REALLY?



WHAT?! WERE YOU LIVING IN A CAVE?!

ACTUALLY--

AAAND WE'RE GOING.



WELCOME BACK. THIS IS NATALIE LONG AND YOU'RE WATCHING THE FACT CHANNEL.

WE WERE EXPECTING ONE OF THE MAIN PARTNERS OF PARKER INDUSTRIES FOR TODAY'S ANNOUNCEMENT...

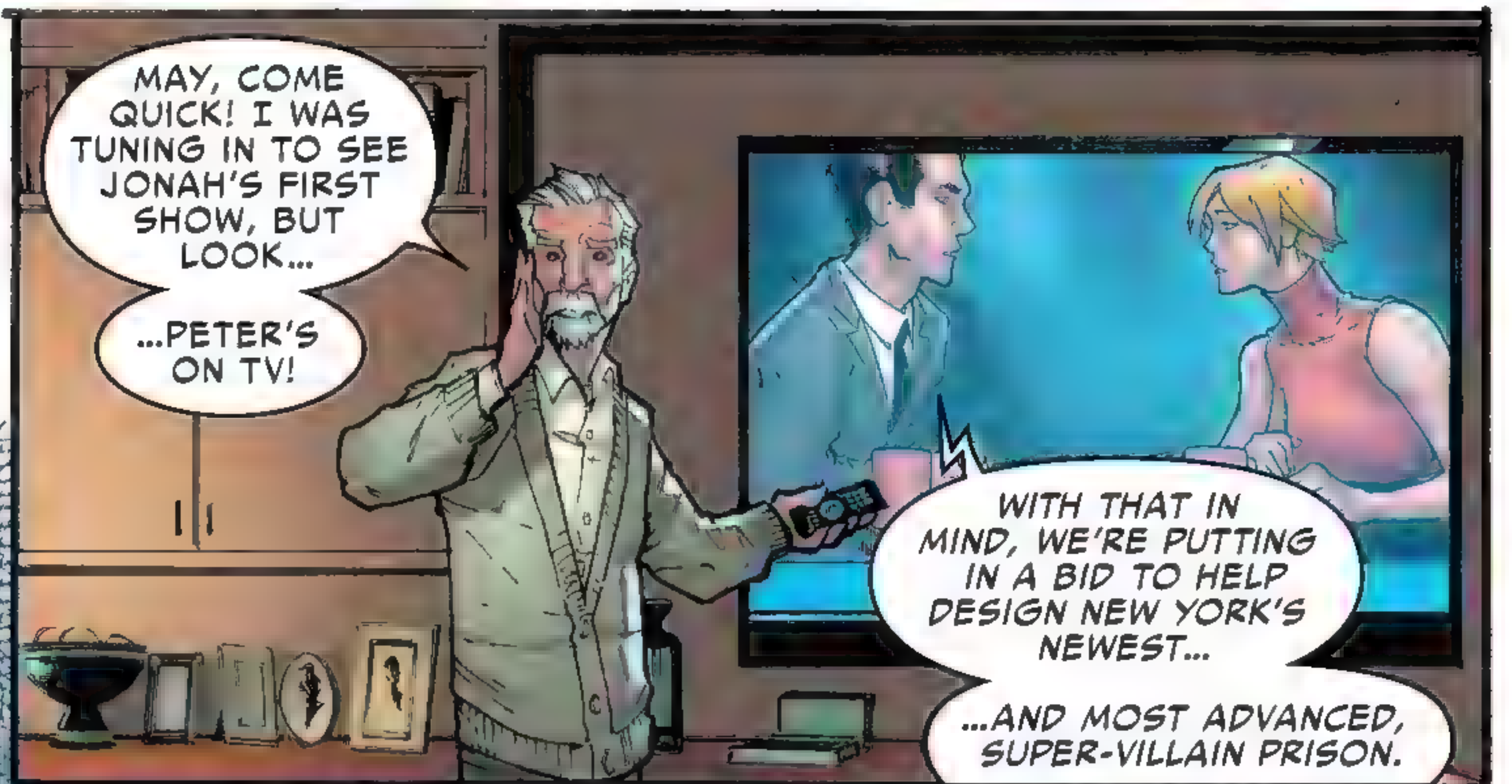
...BUT IN A LAST-MINUTE SURPRISE WE HAVE THE COMPANY'S C.E.O. HIMSELF, **PETER PARKER**. WELCOME, PETER.

HI, NATALIE. THANKS FOR HAVING ME.



GUESS I'M HERE TO TELL YOU ABOUT OUR NEW INITIATIVE.

AT PARKER INDUSTRIES, WE'RE FORGING AHEAD WITH NEW TECHNOLOGIES IN THE FIELD OF SUPERHUMAN CONTAINMENT.



MAY, COME QUICK! I WAS TUNING IN TO SEE JONAH'S FIRST SHOW, BUT LOOK...

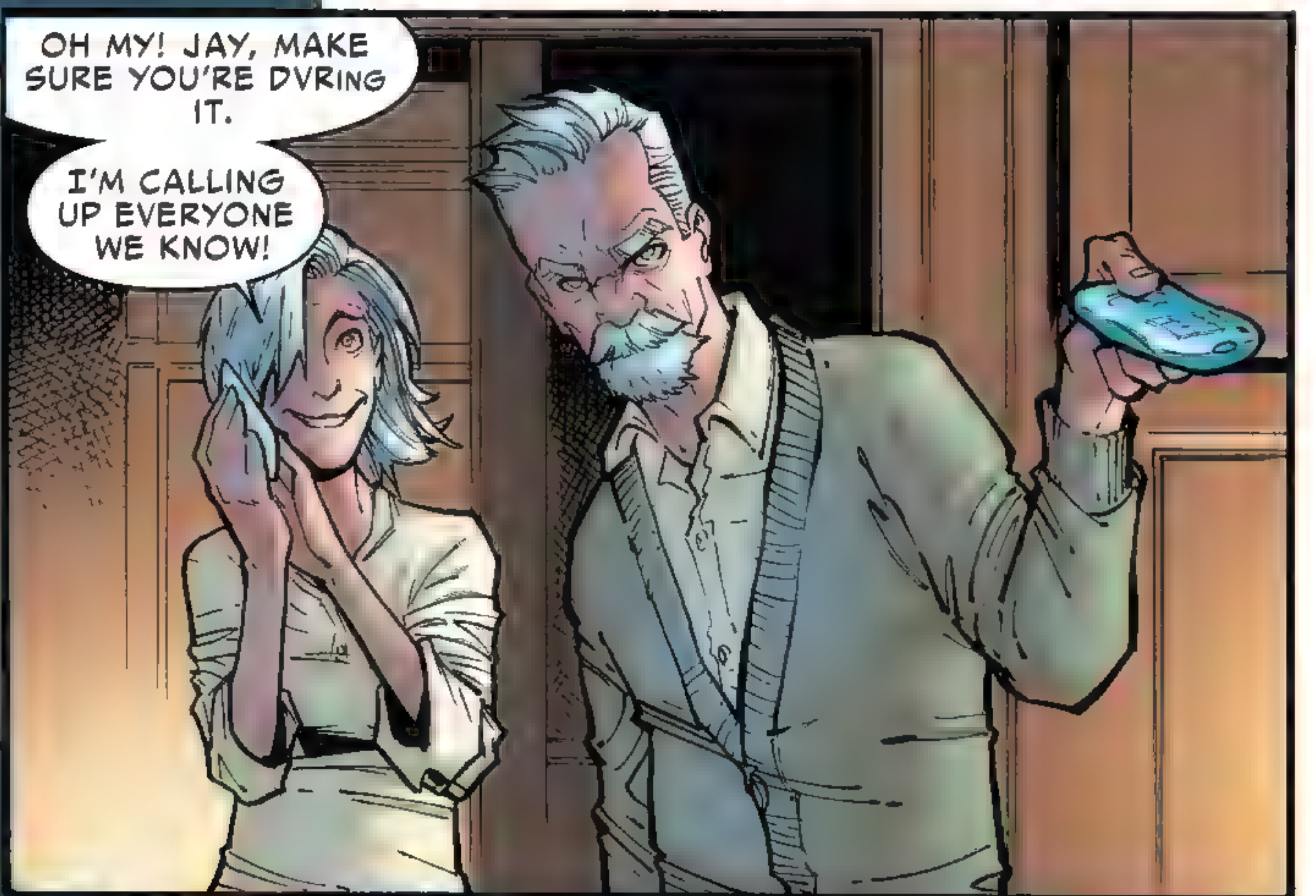
...PETER'S ON TV!

WITH THAT IN MIND, WE'RE PUTTING IN A BID TO HELP DESIGN NEW YORK'S NEWEST...

...AND MOST ADVANCED, SUPER-VILLAIN PRISON.

OH MY! JAY, MAKE SURE YOU'RE DVRING IT.

I'M CALLING UP EVERYONE WE KNOW!



WHAT WAS SO WRONG WITH NEW YORK'S LAST SUPER-VILLAIN PRISON?

FOR STARTERS? THE MAYOR GAVE IT TO SPIDER-MAN AS A--

UM...

LET'S JUST SAY MISTAKES WERE MADE AND MOVE ON.



PLEASE, MAX,
GETTING IN HERE
WAS SO EASY...

...IT WAS
DOWNRIGHT
CRIMINAL.

EVERYBODY,
LISTEN UP. THERE'S
ONLY ONE THING THAT
SPARKLES AND I
WANT.

"SPARKLES"?

SPIDER-MAN.
AND IF HE DOESN'T
SHOW IN THE NEXT
15 MINUTES, HIS GOOD
FRIEND PETER PARKER
IS AS GOOD AS
DEAD.

AW, C'MON! I'M
NOT SPIDEY'S FRIEND
ANYMORE!

I HELD A
NEWS CONFERENCE
ABOUT IT LAST
WEEK!

YEAH? AND
HOW'S THAT
WORKING OUT
FOR YOU?

HOLD ON. THIS WAS
YOUR MASTER PLAN?!
THREATEN THE GUY
FROM PARKER
INDUSTRIES ON
LIVE TV?!

NO. MY PLAN IS TO HUMILIATE THE
SPIDER ON LIVE TV. THIS IS JUST
STEP ONE.

THAT'S CRAZY! HOW
DO YOU KNOW JUST
SPIDER-MAN'LL SHOW UP?
WHAT IF HE BRINGS THE
AVENGERS WITH HIM?!

BACK OFF!
THIS IS THE WAY
I WORK. I--

THWIP
THWIP
THWIP

--TAKE
A BIG
SHOT--

--AND
HOPE I GET
LUCKY.

HA!
SEE?



YEAH? GREAT
PLAN, PUSSY-
CAT. ONE
PROBLEM.

MAYBE
IT'S ME...



BOTH OF YOU,
STAND DOWN!
NOW!

...BUT
THAT AIN'T NO
SPIDER-MAN!

DOESN'T
MATTER!
I KNOW
HIM! HE'LL
SHOW!



PARKER! WHILE
THEY'RE DISTRACTED!
C'MON!

ONE SEC.
DROPPED MY
GLASSES.

YOU WEREN'T
WEARING--

I MEANT
CONTACTS.
GO! I'LL BE
RIGHT BEHIND
YOU!



ALL RIGHT,
NEW GIRL! OUT
WITH IT!

WHAT'S
THE DEAL
WITH YOU
AND SPIDER-
MAN?



THE DEAL?
WHY THIS IS THE
SPECTACULAR
SPINNING
JENNY!

MY ALL-
NEW JUNIOR
SIDEKICK!

CAN'T
BELIEVE YOU
JUST DID THAT.
ON TV!

IF ANY OF
THAT STICKS,
I'M SERIOUSLY
GONNA KILL
YOU!

SEE, MAX?
TOLDJA HE'D
COME.

YEAH,
YEAH.

JUST
REMEMBER,
I GET FIRST
CRACK AT
'IM!

GYAH!

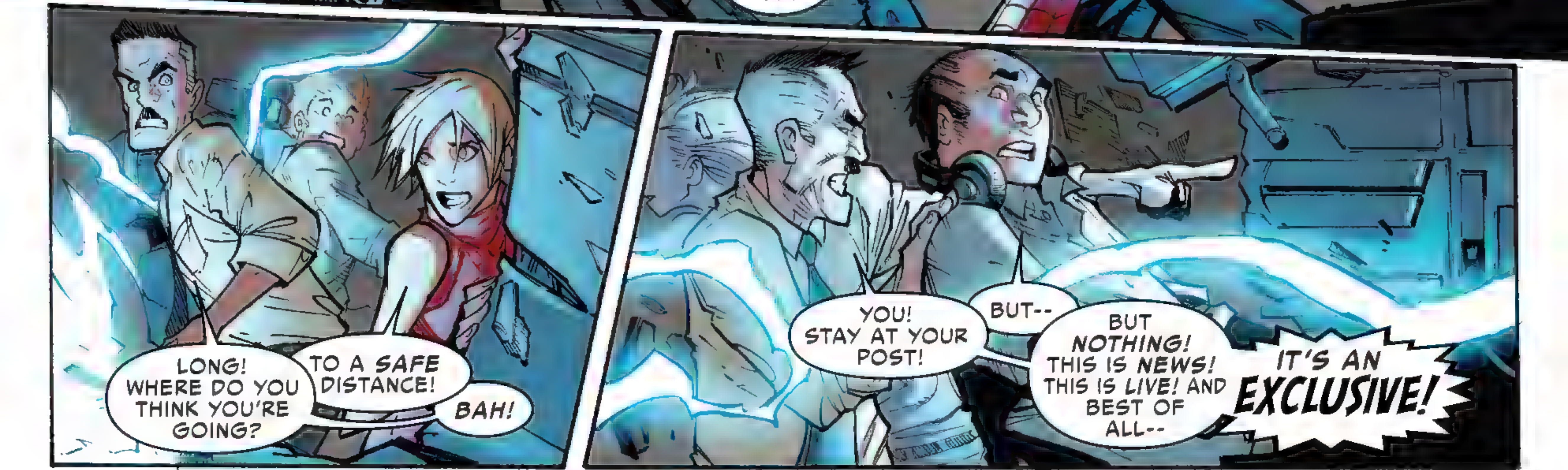


NOT ANYMORE,
SPIDER. AND AFTER
WHAT YOU DID--
NEVER AGAIN!

THAT
WASN'T--

SHUT
UP!

C'MON, CAT,
THIS'S WRONG.
WE'RE FRIENDS.



LONG!
WHERE DO YOU
THINK YOU'RE
GOING?

TO A SAFE
DISTANCE!

BAH!

YOU!
STAY AT YOUR
POST!

BUT--

BUT
NOTHING!
THIS IS NEWS!
THIS IS LIVE! AND
BEST OF
ALL--

IT'S AN
EXCLUSIVE!



LET'S GET
THIS DONE WITH!
I'M NOT HERE FOR
YOU! I WANT
SPIDER-MAN!

NOT SOME
SECOND RATE
SPIDER-GIRL!

YOU SURE,
SPARKY?

AND HERE I
THOUGHT YOU
WERE A REAL
LADY-KILLER.

SHUT UP!
DON'T SAY
THAT!

DON'T YOU
EVER
SAY THAT!

OW!

SLASH

STILL
STICKING TO
YOUR STUPID
STORY?

THAT YOU
WERE "BRAIN-
SWAPPED" BY
DOCTOR
OCTOPUS?

YEAH! KNOW
WHY? 'CAUSE
IT'S THE TRUTH!
IN FACT...

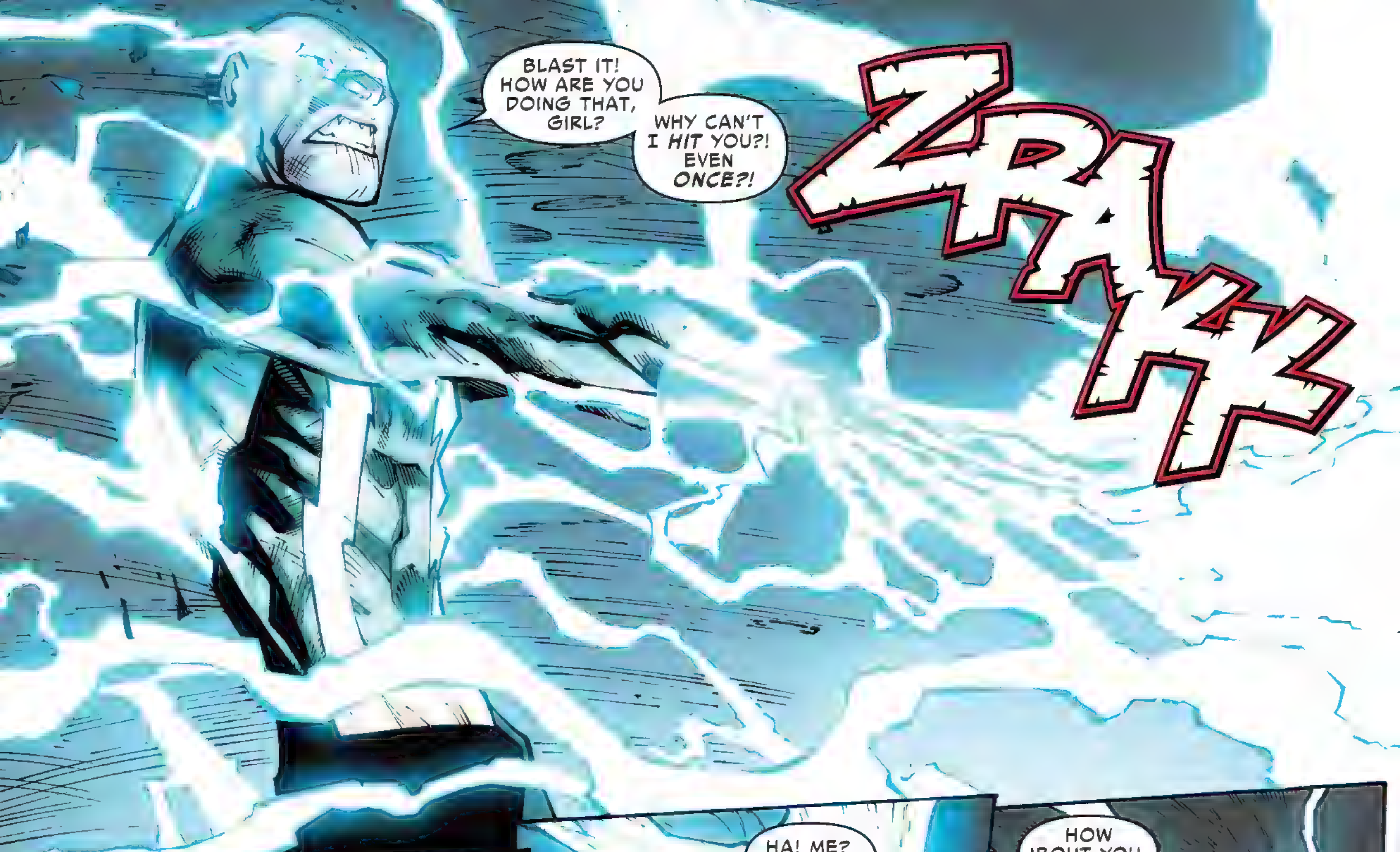
...EVERYBODY,
IF YOU'RE WATCHING
AT HOME, THAT'S
WHAT HAPPENED.

LAST FEW
MONTHS, I HAD
DOC OCK'S MIND
IN MY HEAD. BUT
HE'S GONE
NOW!

AND I'M
SPIDEY AGAIN!
HONEST!

OF ALL
THE--

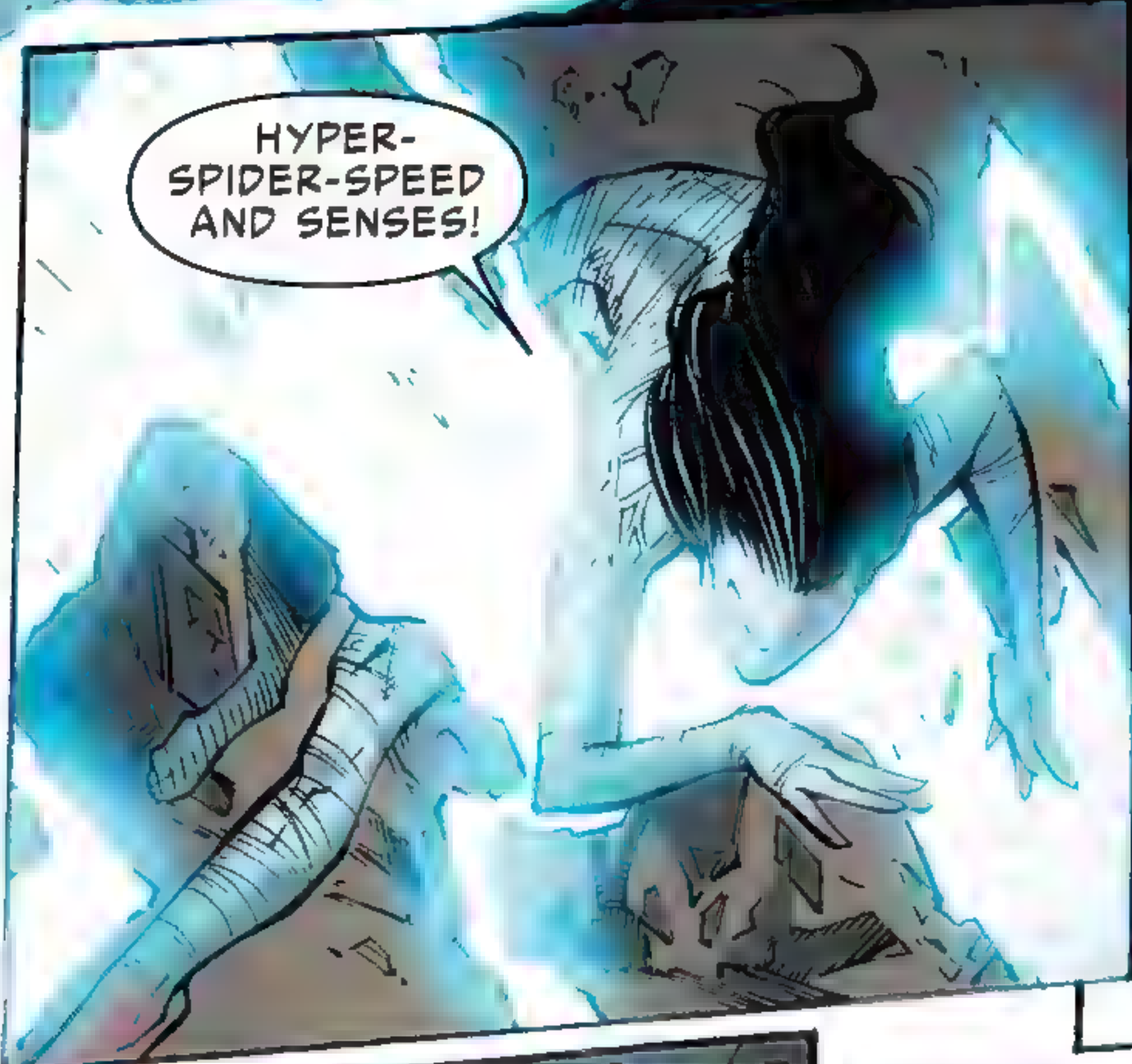
WHAT
A LOAD
OF HORSE
HOCKEY!



BLAST IT!
HOW ARE YOU
DOING THAT,
GIRL?

WHY CAN'T
I HIT YOU?!
EVEN
ONCE?!

ZRA



HYPER-
SPIDER-SPEED
AND SENSES!

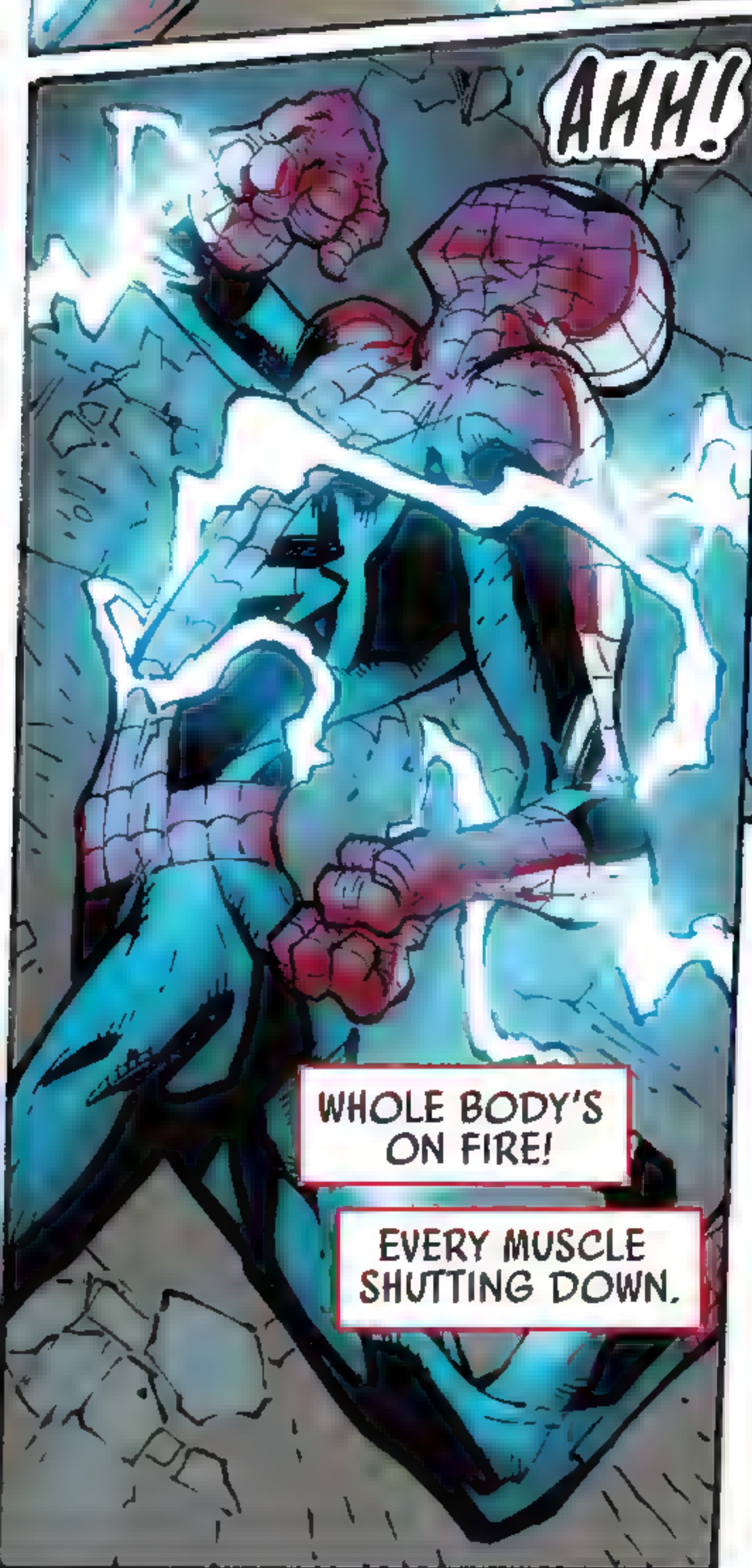


HA! ME?
I'M JUST
LUCKY.



HOW
'BOUT YOU,
SPIDER?

ZZZ



AHH!

WHOLE BODY'S
ON FIRE!

EVERY MUSCLE
SHUTTING DOWN.



POOR LI'L
SPIDER. LOOK
AT YOU. DOWN
AND OUT.

AND RIGHT
NEAR THE ONE
WHO WANTS TO
HURT YOU THE
MOST.

IN THE SAME
WAY THAT YOU HURT
ME. YOU SHOWED
THE WORLD MY
TRUE FACE.

NOW, LET'S
SHOW 'EM
YOURS.

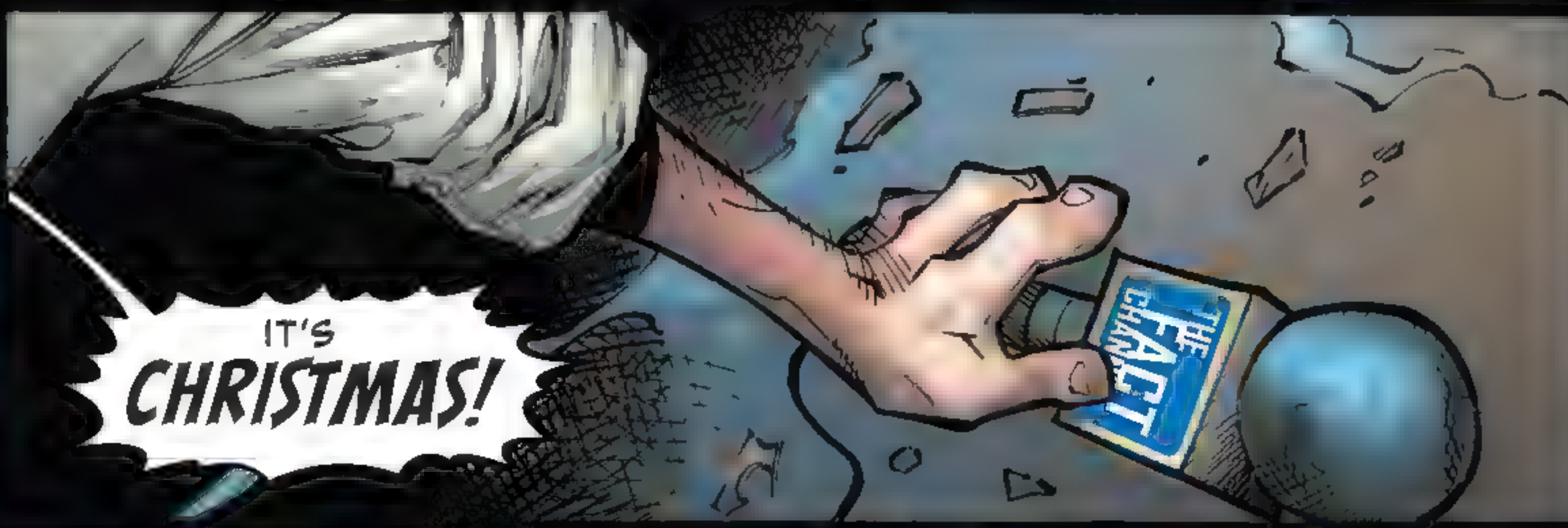
FELICIA...
NO...



DON'T YOU DARE TAKE HIM OUT OF THE SHOT!

DO YOU KNOW WHAT THIS IS, MAN?!

WHAT?

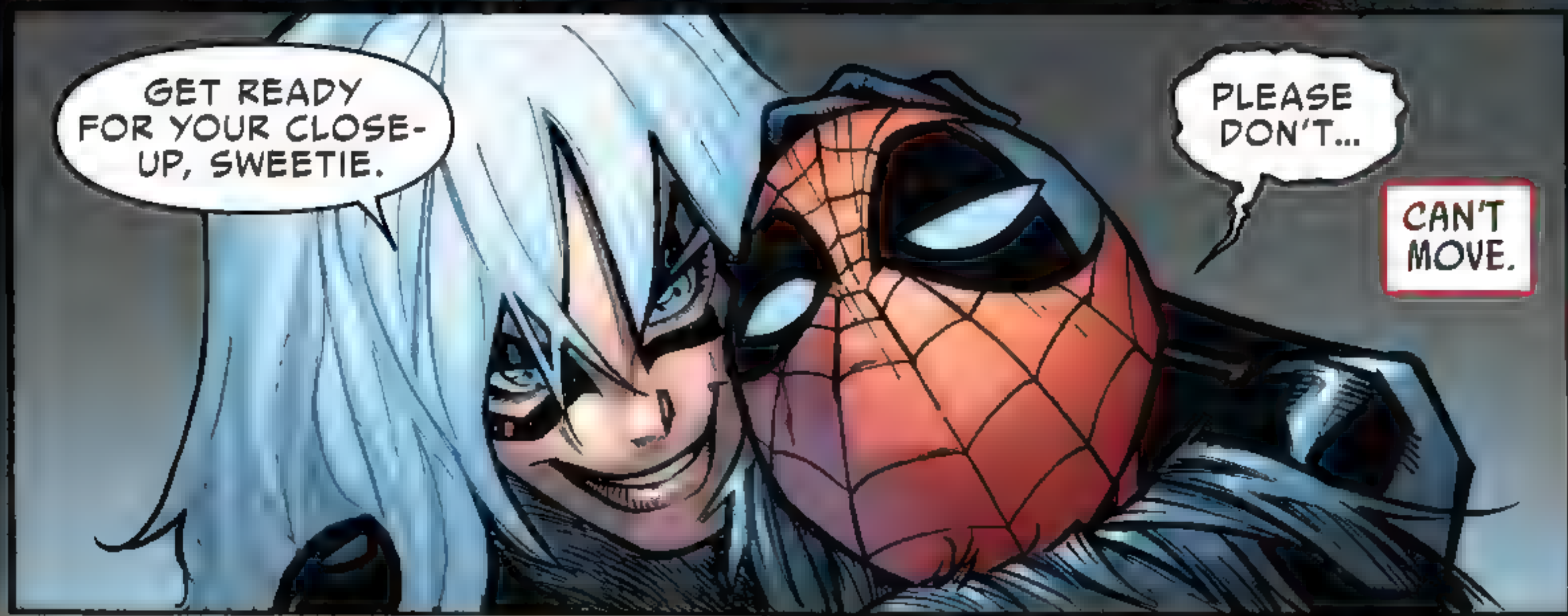


IT'S CHRISTMAS!



THIS IS J. JONAH JAMESON! LIVE FROM THE FACT CHANNEL IN TIMES SQAURE!

BRINGING YOU THE SCOOP OF THE CENTURY!



GET READY FOR YOUR CLOSE-UP, SWEETIE.

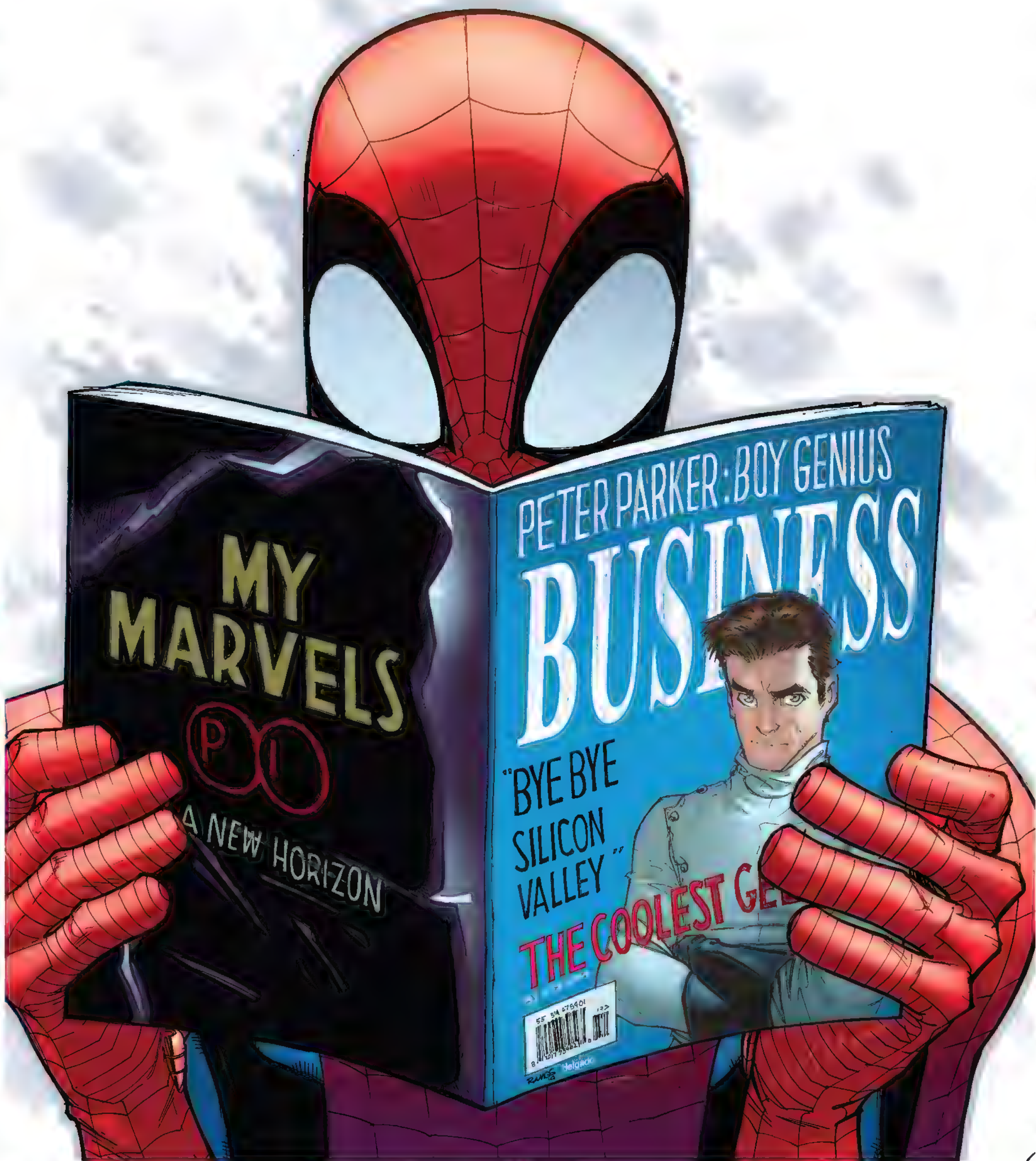
PLEASE DON'T...

CAN'T MOVE.



THE MAN BEHIND THE MASK! THE FACE BEHIND THE FRAUD!

THE SECRET IDENTITY OF SPIDER-MAN!



**NEW YORK CITY
LIVE**

TA-DA!

AND THERE
YOU HAVE
IT, TRUE
BELIEVERS!

A FACT CHANNEL
EXCLUSIVE! LIVE!
SPIDER-MAN
UNMASKED!

TRIBECA.

THE APARTMENT
OF PETER PARKER
AND ANNA MARIA
MARCONI.

NOW
EVERYONE WILL
KNOW...

CENTRAL PARK WEST.

THE PENTHOUSE OF
AUNT MAY AND HER
HUSBAND, JAY
JAMESON SR.

NO...

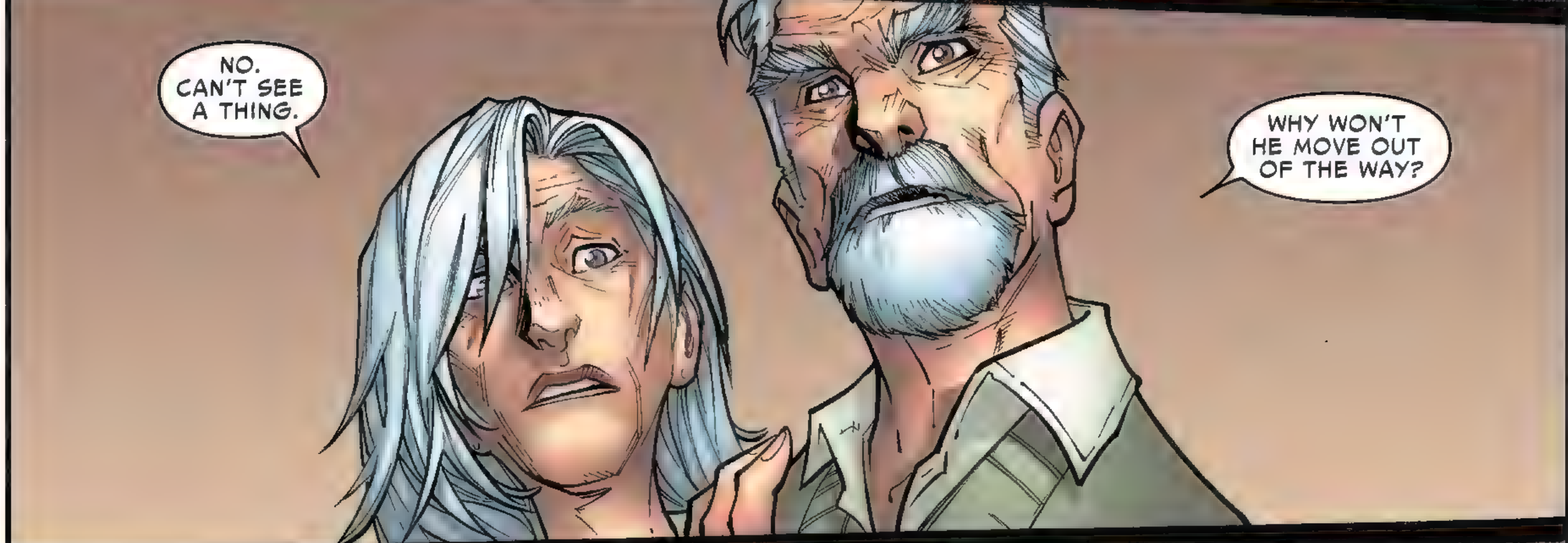
WHY...?

MIDTOWN.

THE OFFICES OF
THE DAILY BUGLE.

JONAH,
HOW COULD
YOU...?

UNBELIEVABLE.







--HE'S WITH ME.

MMPH.
DON'T WORRY. I'VE GOT THIS.

BRING HIM BACK HERE!
ELECTRO! DO SOMETHING!

WHAT?! SHE'S TOO FAST!

FASTER THAN LIGHTNING?!

YEAH! WHAT ABOUT YOUR BAD LUCK POWERS?

JINX HER OR SOMETHIN'!

WHACK

ZRRRAK



WHIP

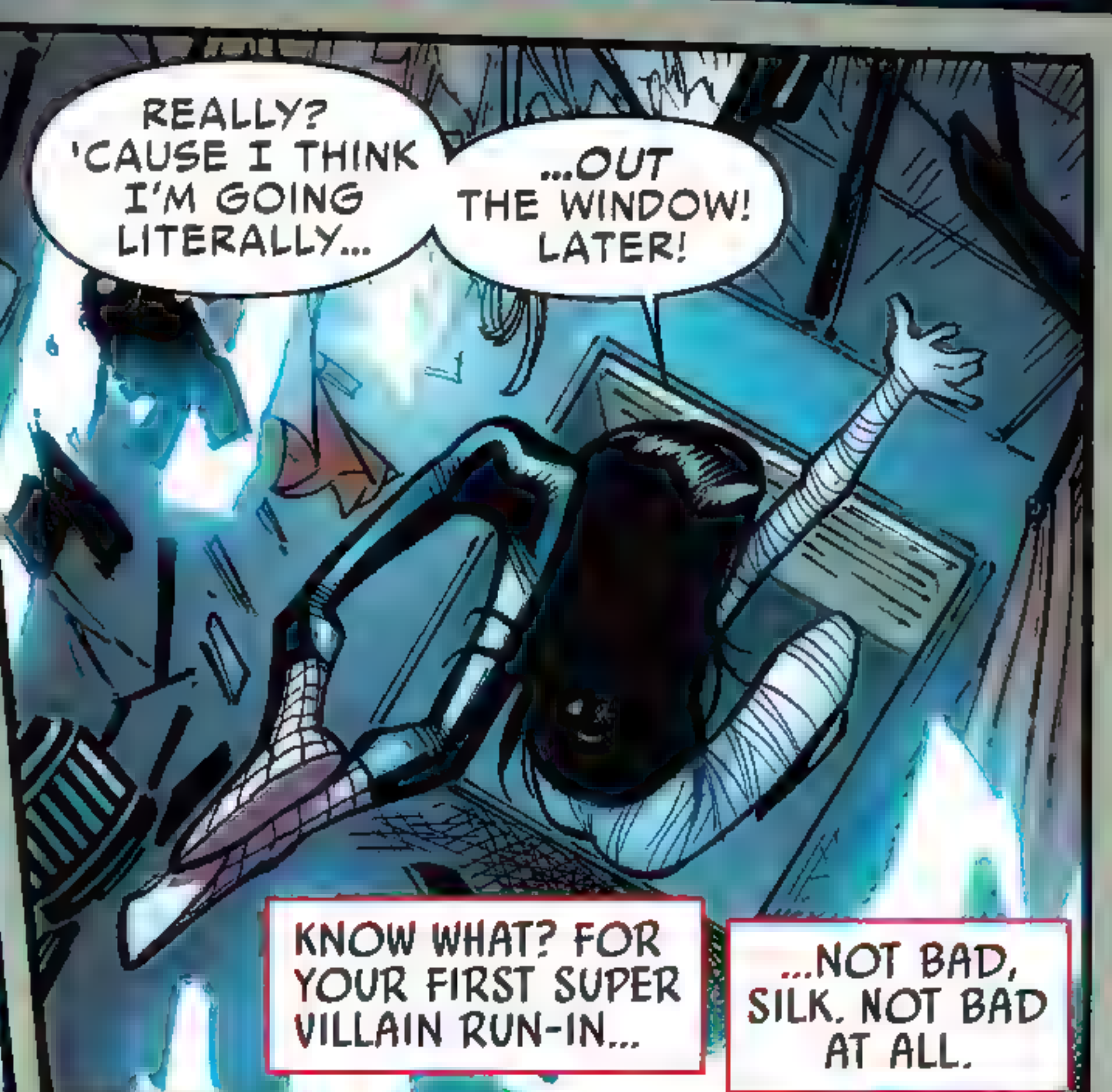
TRUST ME. I USED UP ALL MY BAD LUCK. OVER TEN YEARS' WORTH.



A WHOLE BOX FULL OF IT. A TEENY, TINY BOX.

SPEAKING OF WHICH, I COULD REALLY USE SOME FRESH AIR.

YOU AINT GOIN' NOWHERE!



REALLY? 'CAUSE I THINK I'M GOING LITERALLY...

...OUT THE WINDOW! LATER!

KNOW WHAT? FOR YOUR FIRST SUPER VILLAIN RUN-IN...

...NOT BAD, SILK. NOT BAD AT ALL.



THE BAR WITH NO NAME.

A HANGOUT FOR
NEW YORK'S STREET-LEVEL
SUPER VILLAINS.

TO FRANCINE! SHE WAS
ALWAYS GOOD TO US "BLACK
MASKS." GIVIN' US A PLACE
TO CRASH WHENEVER
WE BUSTED OUT.

SHE WAS
A SWEET KID.
SHE DESERVED
BETTER.

**TO
FRANCINE!**

THING IS, NOWADAYS,
COPS DON'T KNOW WHAT
TO DO WITH US NOW THAT
ALL THE SUPER-PRISONS
ARE GONE.

NAH, I HEAR A NEW
COMPANY, PARKER
TECH OR SOMETHING
IS ALREADY BUILDING
AN ALL-NEW--

BOTH OF
YOU, SHUT UP.
TONIGHT'S NOT
ABOUT ANY
OF THAT--

HEY,
BOYS. PRIVATE
PARTY? OR CAN
ANYONE
JOIN?

SEE, I'M
LOOKING FOR
A FEW GOOD
MEN TO JOIN MY
CREW. WHAT DO
YOU SAY?

GET OUT.

EXCUSE
ME?

YOU'RE NOT
WELCOME HERE.
NOT WHILE YOU'RE
WORKING WITH
ELECTRO.

GUY FRIED
OUR FRANCINE.
AND HALF THE
BLACK MASKS
IN THIS CITY.

THAT AIN'T BAD ENOUGH?
'CAUSE OF HIM...

...THE CITY'S
GONNA BUILD
THE BIGGEST SUPER-
SLAMMER OF
'EM ALL.

AS LONG
AS THE TWO OF
YOU ARE TOGETHER,
YOU'RE DEAD TO
US, HARDY.
DEAD.

TRIBECA.

PETER AND ANNA MARIA'S APARTMENT.

WAS GUESSING YOU SAID "HOME." CONSIDERING THE ONLY PLACES I KNOW IN THE CITY ARE HERE AND A SECRET BUNKER.

MMM-HMM.

THAT COULD'VE GONE BETTER.

DID YOU SEE IT? THE FIGHT?

THAT THING FROM LIVE TV? YEAH. WHO DIDN'T?

HERE. I BROUGHT MORE OF OTTO'S WEB-DISSOLVER.

SIGH LAST WEEK: WEBBED UP BUTT. THIS WEEK: YOUR HEAD.

I'M SENSING A PATTERN HERE, PARKER. UNLESS...

THIS ISN'T A SPIDER-SPAWNING THING WITH YOU TWO, IS IT?

I MEAN SHE'S NOT GOING TO MATE WITH YOU, WEB YOU UP, AND EAT YOU, IS SHE?

NO. OF COURSE NOT. AT LEAST... I HOPE NOT...

YOU KNOW I CAN HEAR YOU!

STAY STILL. WE HAVE TO SPEED THIS UP.

YOU'RE GIVING A DEMONSTRATION TO THE CHIEF OF POLICE TONIGHT.

Y'KNOW. FOR THE NEW ELECTRO-TRAP YOU'VE BEEN WORKING ON.

CAN'T SOMEONE ELSE DO IT? I'M IN THE MIDDLE OF--

DON'T YOU DARE SAY "SPIDER-MAN" STUFF.

SAJANI WAS GOING TO DO IT. BUT I THINK SHE'S PROVING A POINT...

FINE.

...SO YOU SEE HOW IT FEELS FOR ALL THE TIMES SHE COVERS FOR YOU.

COOL. WHEN ARE WE GOING?

WAIT. SHE'S TAGGING ALONG? AGAIN?

C'MON. SHE'S GOT NOWHERE ELSE TO GO. PLUS, AFTER THAT LAST SAVE, SHE'S MY GOOD LUCK CHARM!

BLACK CAT & ELECTRO'S HIDEOUT.

WHERE THEY'RE KEEPING
SAJANI JAFFREY PRISONER.

TELL ME,
GIRL! WILL
THIS--

NO.

WHAT?!

I'M NOT
TELLING YOU
ANYTHING TILL
YOU BACK
OFF.

YOU'RE
LIKE A WET
TOASTER THAT'S
TWO INCHES
FROM MY
FACE.

I JUST
WANT TO--I NEED
TO KNOW. WILL THIS
DEVICE OF YOURS
WORK?! WILL IT
CURE ME?!

I--I'M SICK
A' BEING THE
GUY WHO MIGHT
KILL ANYONE AT
ANY MOMENT!

YES. AS
FAR AS I CAN
TELL...
...OUR ANTI-
ELECTRO DEVICE
WILL MAKE YOU
COMPLETELY
HUMAN AGAIN.

MAX!
OTHER ROOM.
NOW.

CAN'T YOU
TELL YOU'RE
DISTURBING
OUR GUEST?

FINE!

BUT
WHATEVER
YOU'RE PLANNING,
CAT, BE QUICK
ABOUT IT.

I'M
GETTING
TIRED A'
WAITING!

THERE. JUST
YOU AND ME.
ISN'T THAT
BETTER?

RIIIGHT. LIKE
NOW WE CAN
HAVE SOME
GIRL TIME.

ENOUGH. YOU'RE
GOING TO TELL ME
EVERYTHING.

STARTING
WITH WHERE--AND
WHEN--I CAN GET
MY HANDS ON
THIS THING.

PLEASE.
YOU DON'T
HAVE TO DO
THIS...

THE WATERFRONT.

OVERLOOKING
THE HUDSON.



LET
ME GET THIS
STRAIGHT...

YOU
EGGHEADS
WANT TO SELL THIS
THING TO THE CITY.
AND THEN WE,
THE NYPD...

...ARE
SUPPOSED TO
TRICK ELECTRO SO
HE JUST WALTZES
RIGHT INTO
IT?

UM.
NO...

THIS IS A CONTAINMENT
POD, CHIEF PRATCHETT,
FOR AFTER YOU'VE
CAUGHT HIM.

SO YOU
CAN DEPOWER
HIM AND--

AND IT
COSTS A FORTUNE
AND ONLY WORKS
ON ELECTRO?

ER. UH.
MS. JAFFREY
CAN EXPLAIN IT
BETTER...

WELL?
WHERE IS SHE?
I HAVEN'T GOT
ALL DAY!

WE'RE
ALMOST READY,
CHIEF...

"...WE JUST NEED
TO GET OUR FAKE
ELECTRO READY."

HA! A
FAKE-FAKE
ELECTRO.
THEY'LL NEVER
SEE IT
COMING.

SOME JOKE,
CAT. 'CAUSE I
HAVEN'T FELT LIKE
THE REAL ELECTRO
FOR SOME
TIME.

SEE, I
GET HOW I'M
GONNA PULL THIS
OFF. BUT WHO'S
GONNA BUY
YOU...

...AS
SOME NERD-
GIRL?

EASY.
ONE, I'VE GOT
THE SMARTY
GLASSES.

AND TWO,
I KNOW EVERY-
THING ABOUT
THIS MACHINE
NOW.

EVEN
HOW TO
THROW IT IN
REVERSE.

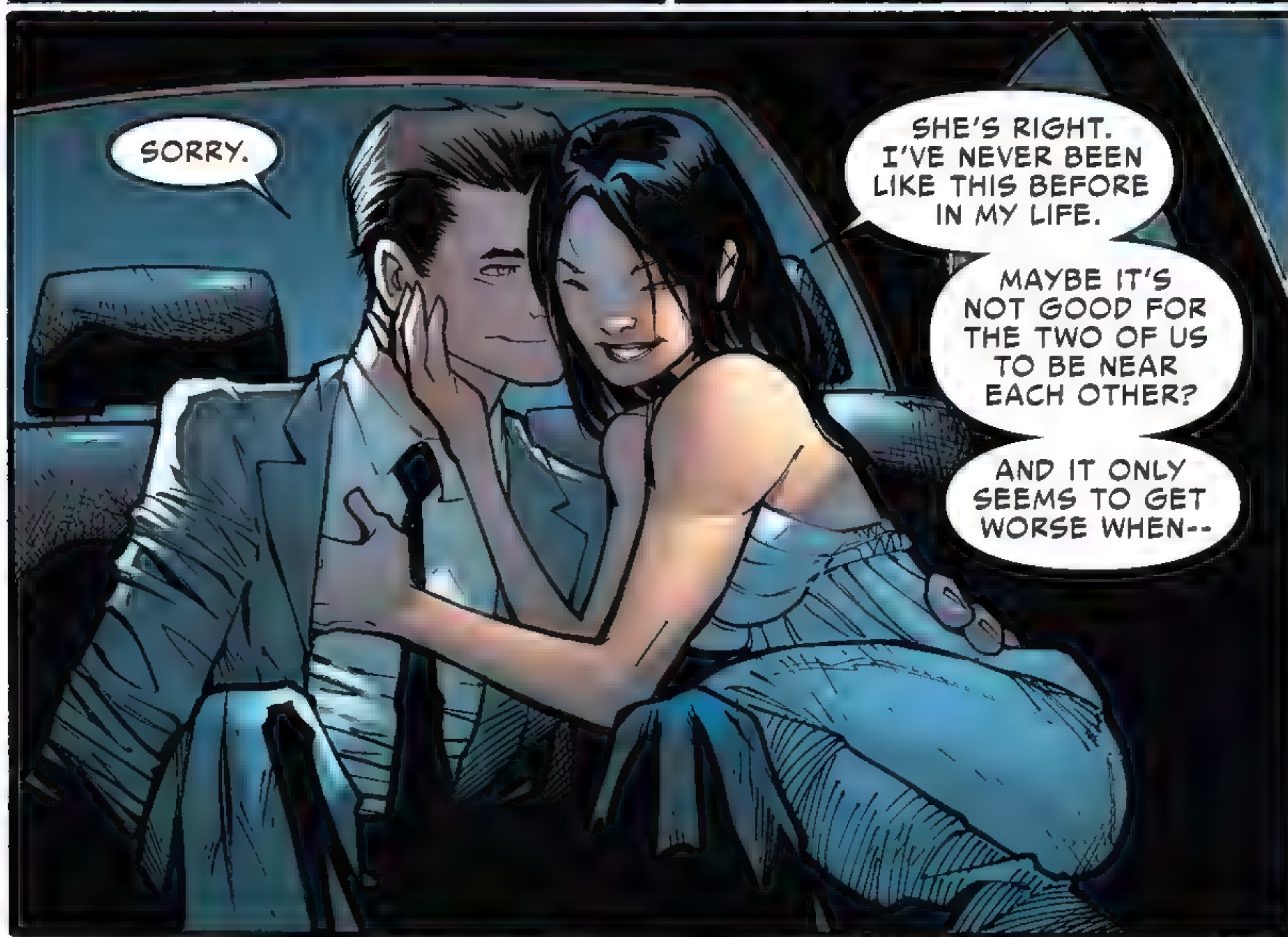


ALMOST THERE...GUYS? HEY! CUT IT OUT.



CAN YOU KEEP YOUR HANDS OFF EACH OTHER FOR A MINUTE?

LIKE DRIVING TWO KIDS TO THEIR SENIOR PROM.



SORRY.

SHE'S RIGHT. I'VE NEVER BEEN LIKE THIS BEFORE IN MY LIFE.

MAYBE IT'S NOT GOOD FOR THE TWO OF US TO BE NEAR EACH OTHER?

AND IT ONLY SEEMS TO GET WORSE WHEN--



THERE'S DANGER NEARBY.

SOMETHING'S WRONG. UP AHEAD.



IT'S ELECTRO AND BLACK CAT AGAIN.

WHAT? HOW CAN YOU TELL THAT?

OUR SPIDER-SENSE, IT'S LIKE PSYCHIC STRANDS OF WEBBING REACHING OUT INTO THE WORLD.

MINE JUST GOES "FARTHER" THAN YOURS.



GOOD ENOUGH FOR ME. SUIT UP.

WAY AHEAD OF YOU.

PETER! NOT AGAIN. YOU CAN'T KEEP BAILING ON YOUR OWN COMPANY. PEOPLE DEPEND ON YOU!

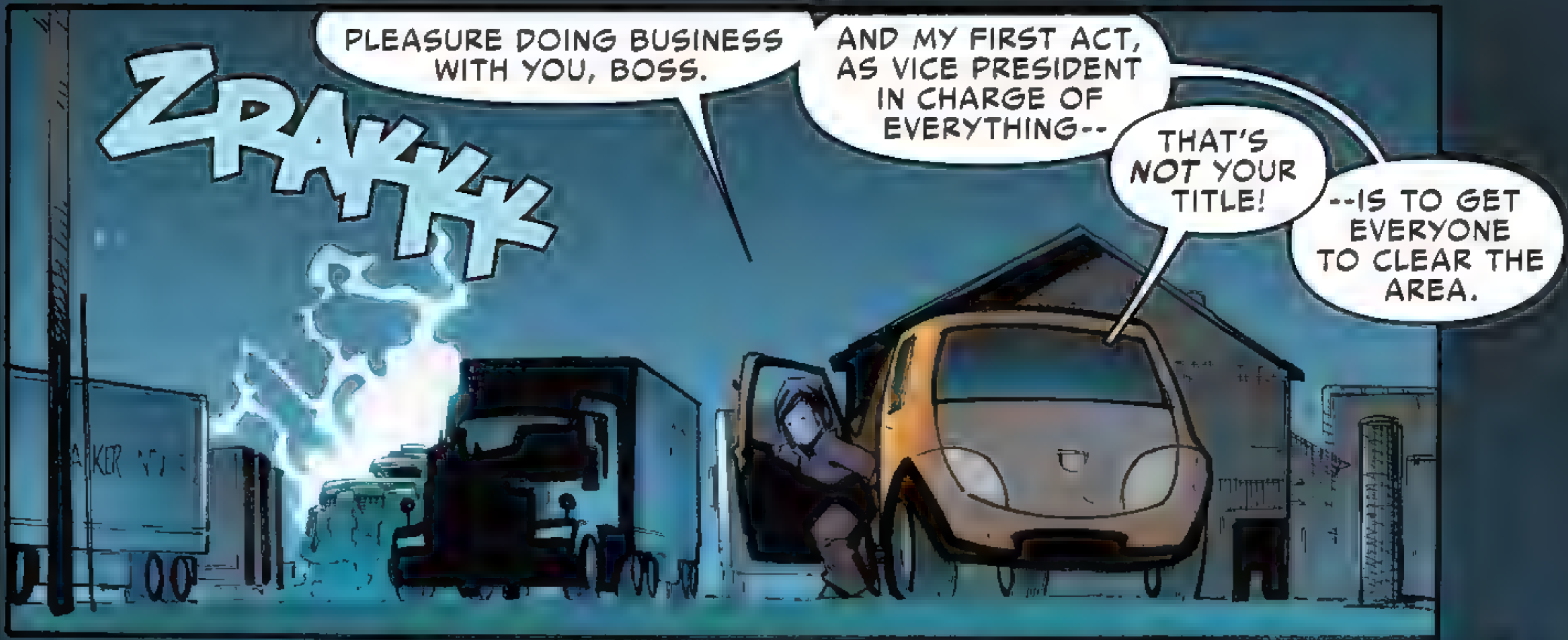
AND I'M DEPENDING ON YOU. YOU'RE SMART. TAKE THE LEAD ON THIS.



CONSIDER IT A PROMOTION.

BETTER TITLE? MORE PAY?

...
DEAL.



PLEASURE DOING BUSINESS WITH YOU, BOSS.

AND MY FIRST ACT, AS VICE PRESIDENT IN CHARGE OF EVERYTHING--

THAT'S NOT YOUR TITLE!

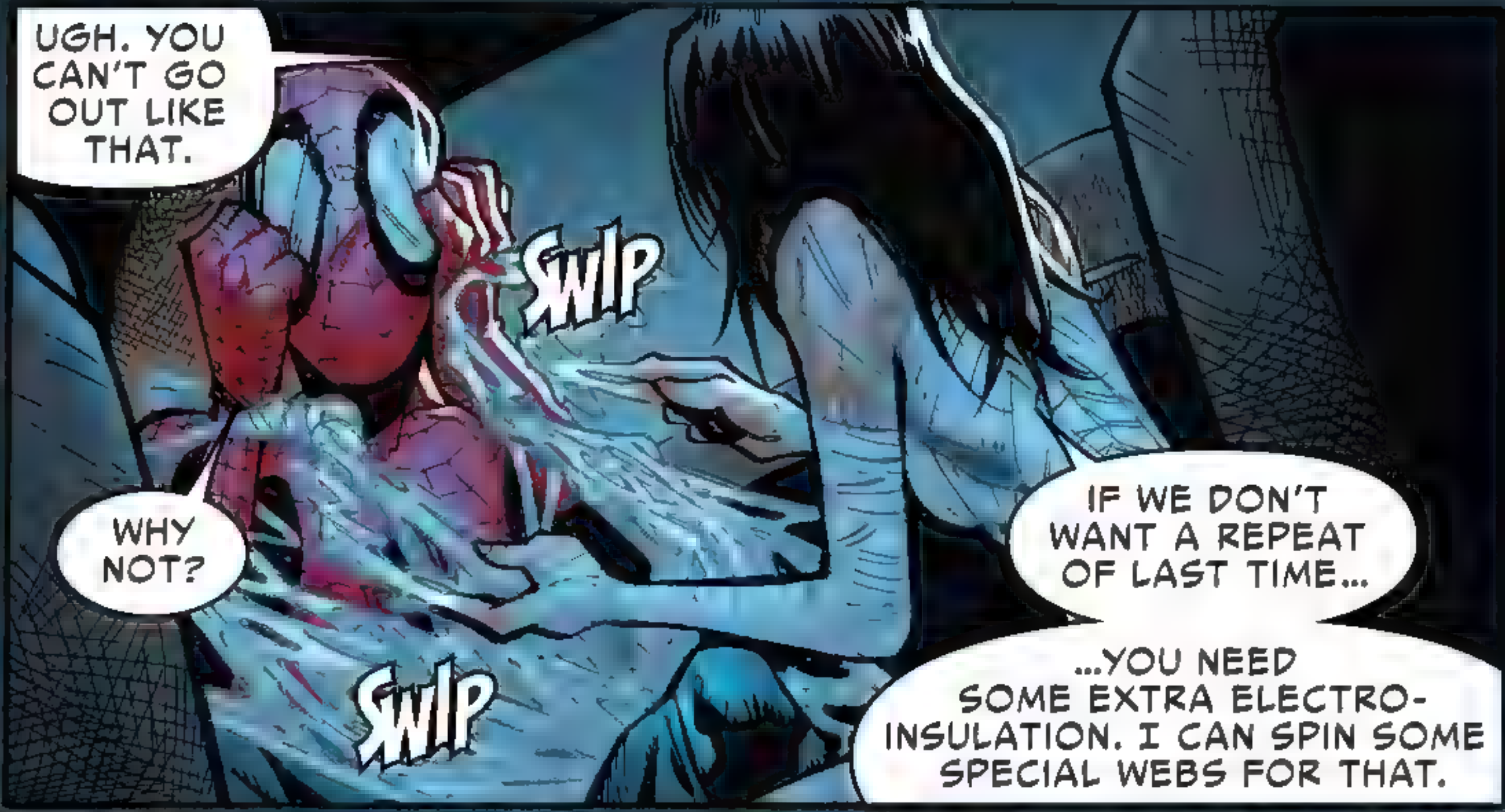
--IS TO GET EVERYONE TO CLEAR THE AREA.



C'MON. WHAT'S KEEPING YOU?

ONE SEC.

WE DON'T ALL HAVE COSTUMES AT OUR FINGERTIPS.

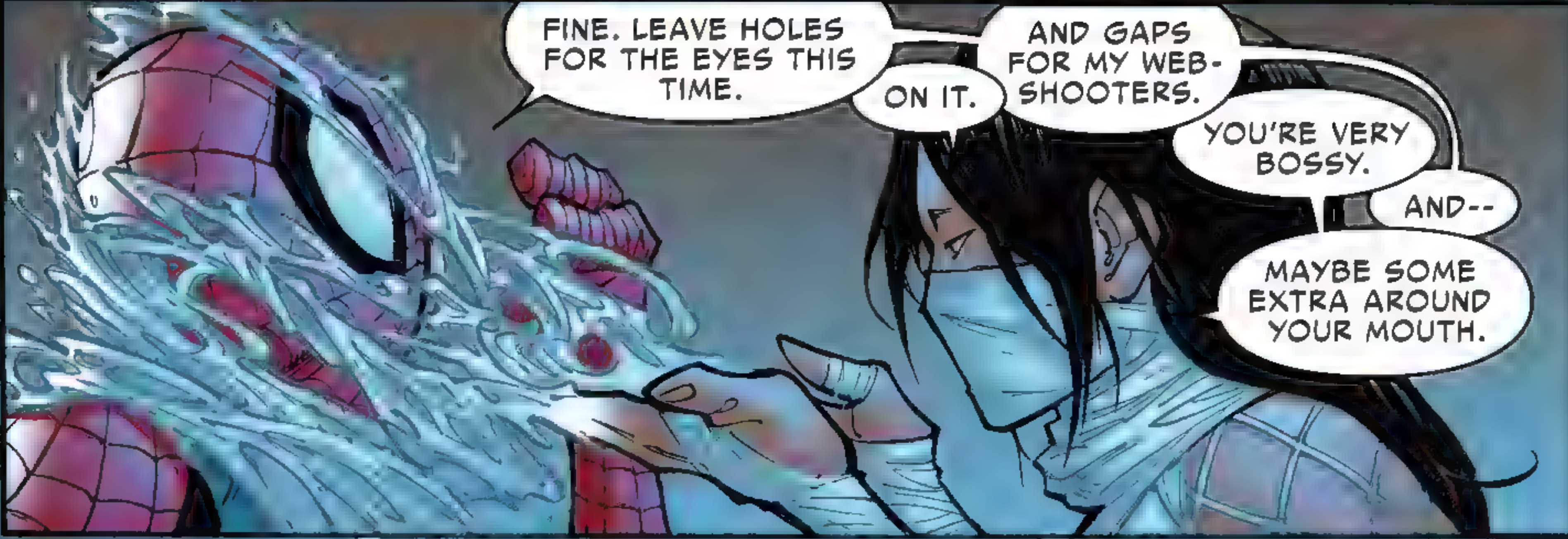


UGH. YOU CAN'T GO OUT LIKE THAT.

WHY NOT?

IF WE DON'T WANT A REPEAT OF LAST TIME...

...YOU NEED SOME EXTRA ELECTRO-INSULATION. I CAN SPIN SOME SPECIAL WEBS FOR THAT.



FINE. LEAVE HOLES FOR THE EYES THIS TIME.

ON IT.

AND GAPS FOR MY WEB-SHOOTERS.

YOU'RE VERY BOSSY.

AND--

MAYBE SOME EXTRA AROUND YOUR MOUTH.



LADIES. GENTLEMEN. CHANGE OF PLANS. I'M ANNA MARIA MARCONI...

...SENIOR PROJECT MANAGER OF PARKER INDUSTRIES.

SINCE WHEN?

SHUT UP, TIM. THIS DEMONSTRATION'S BEEN CANCELED. IF YOU'D ALL FOLLOW ME...

AFTER MAKING ME WAIT HERE FOR HOURS?!

WHAT KIND OF MICKEY MOUSE OPERATION ARE YOU RUNNING HERE?!

THEY'RE SHUTTING DOWN. WHAT NOW? WHAT'RE WE WAITING FOR?

LOOK UP, MAX. WE'RE WAITING...

"...FOR THAT.
AND HERE
THEY ARE. RIGHT
ON TIME."

YOU WERE
RIGHT, MS. LONG.
BUT HOW'D YOU
KNOW...

...THAT
PARKER INDUSTRIES
WAS DOING SOME
SECRET EXPERIMENT
OUT HERE?

AN ANONYMOUS TIP.
CAN YOU GET US IN
CLOSER, CADIE?

CLOSER?

YOU
BET.

THE NEWS?
AGAIN?

I WANT
EYES ON US.
EVERYONE NEEDS
TO KNOW WHAT
I'M--

WHAT
WE ARE
ABOUT
TO DO.

FOLLOW
ME.

ATTENTION! OVER
HERE! WE'RE ABOUT
TO START!

WHAT ARE
YOU DOING?
DIDN'T YOU HEAR
ME? WE'RE DONE.
IT'S OVER.

WRONG! THIS
"DEMONSTRATION"
IS JUST
STARTING!

WE'RE
GOING TO SHOW
YOU WHAT THESE
TOYS CAN DO IN
THE WRONG
HANDS.

HOW THEY CAN
AMP UP OUR
POWERS LIKE
NEVER
BEFORE!

WHAT?
BUT I'LL BE
IN CONTROL
RIGHT?
RIGHT?!

HEY, CAT!
I THINK IT'S
WORKING. SOME
OF YOUR LUCK
POWER MUST BE
RUBBING OFF
ON ME...

...BECAUSE WHAT ARE THE CHANCES WE'D KEEP BUMPING INTO EACH OTHER LIKE THIS?

I LIKE TO MAKE AN ENTRANCE. SHOOT ME.

I MAY BE NEW TO THIS, BUT WHY DID YOU JUST GIVE UP THE ELEMENT OF SURPRISE?

SPIDER-MAN?!

NO!
YOU ARE NOT GOING TO JUST SHOW UP AND MESS EVERYTHING UP AGAIN!

NOT THIS TIME!

HUH? INSULATED WEBBING. WHATTYA KNOW.

SILK! GET SOME OF THESE ON ELECTRO! I'VE GOT BLACK CAT!

I AM NOT YOUR FLUNKY! BUT...

...IT IS A GOOD PLAN.

AGAINST WHAT I WAS DOING.

TIME TO CHANGE THAT UP. PLAN B. AND MAX...

"...SORRY. BUT YOU'RE NOT GOING TO LIKE THIS ONE.

AAHHH!

"IF IT'S ANY CONSOLATION THOUGH, YOU WON'T FEEL IT FOR LONG..."

ZRAK

RRR-PPPP

"...ESPECIALLY
NOT AFTER BOTH
YOU AND THIS
WHOLE PLACE..."

"...BLOW
SKY HIGH!"

ZZRAKX

HOLD ON!
WE'RE GOIN'
DOWN!

FELICIA?!
HOW COULD
YOU--

SAVE THE
SPEECHES, SPIDER.
I THINK YOU AND
YOUR NEW
GAL-PAL...

...HAVE
BIGGER THINGS
TO WORRY ABOUT.

SILK!

I HAVE
THEM!

I CAN
DO THIS!
POROUS WEBS!
LOTS OF
'EM! FAST!

**SWIR-
PP-IP!**

FWOMP

LIKE AN
AIRBAG!

PLEASE
GOD! HOPE
THAT DID THE
TRICK!

CAT!
STOP
IT!

TEARING
ME APART!
INTO A BILLION
PIECES!

IT'S
KILLING ME! IT'S--
AAARRHHH!



YOUR MOVE, SPIDER!

WHAT IN THE WORLD ARE YOU DOING?! THIS ISN'T LIKE YOU! THIS ISN'T--

THIS IS MY EXPERIMENT NOW. MY LUCK'S HOLDING. NONE OF THIS IS TOUCHING ME.

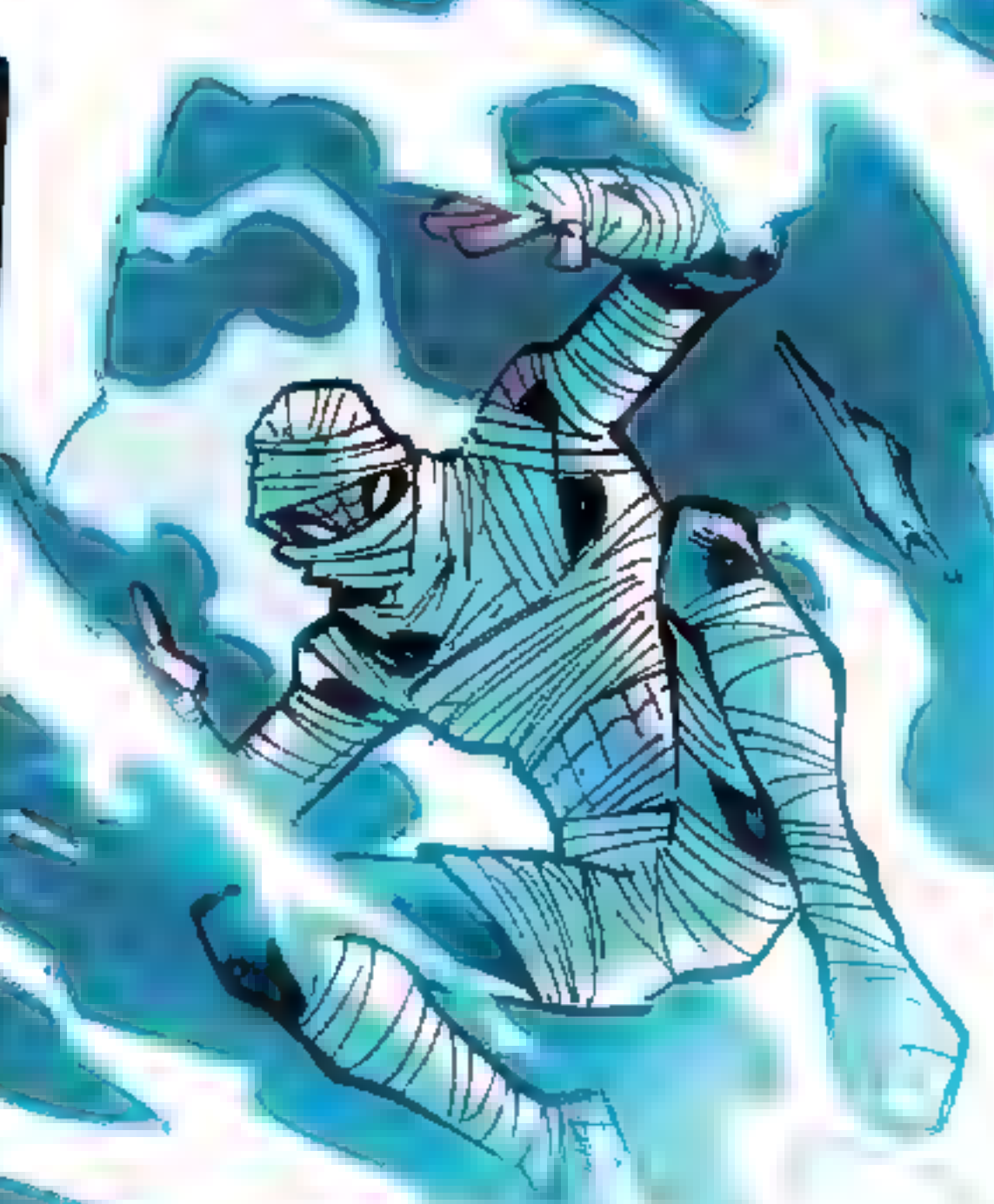
SO WHAT WILL YOU DO? WASTE TIME FIGHTING ME OR...



...TRY TO SAVE ONE OF YOUR WORST ENEMIES?

A TEST TO SEE WHO'S REALLY IN THAT HEAD OF YOURS.

THE SPIDER OR THE OCTOPUS?

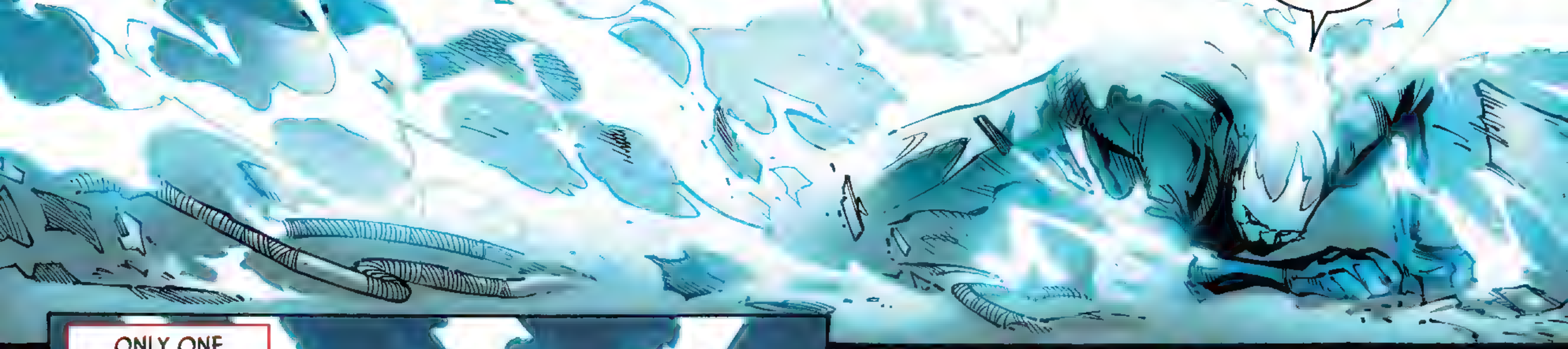


NO CHOICE AT ALL REALLY.

I'M FAMILIAR WITH THAT MACHINE. WITH WHAT CAT PULLED OUT...

...THERE'S NO WAY TO FIX IT IN TIME.

GYAHHH!



ONLY ONE THING'S SAVING ELECTRO NOW...

...THE SPECIAL INSULATION...

WH-WHY ARE YOU D-DOING THIS?!

EASY, MAX! 'CAUSE I-I'M NOT THE SP-SPIDER-MAN YOU TH-THINK I AM...

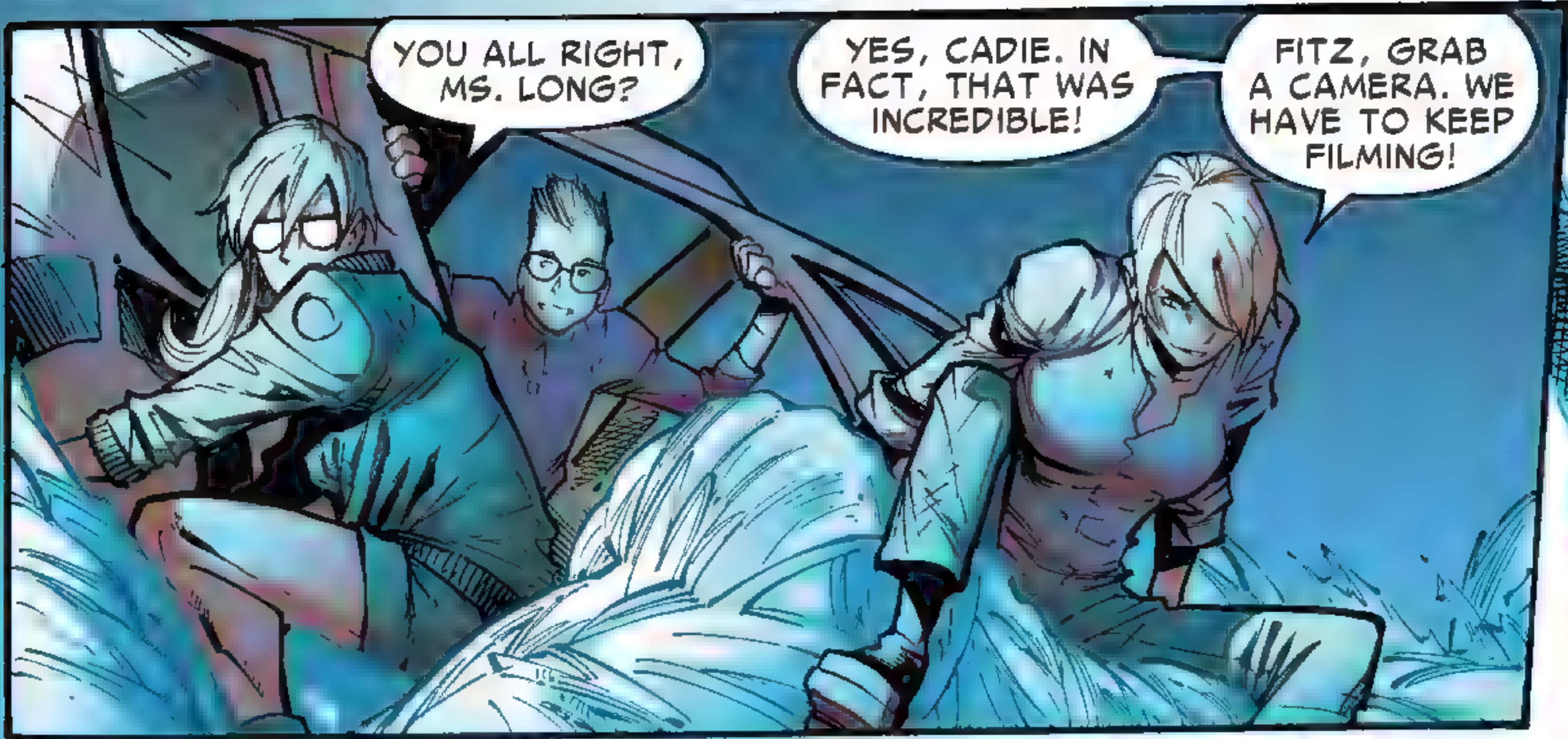


...THAT'S WRAPPED AROUND MY OWN BODY!

GNNNNHHH!

AND I'M GOING TO GET YOU OUT OF HERE!

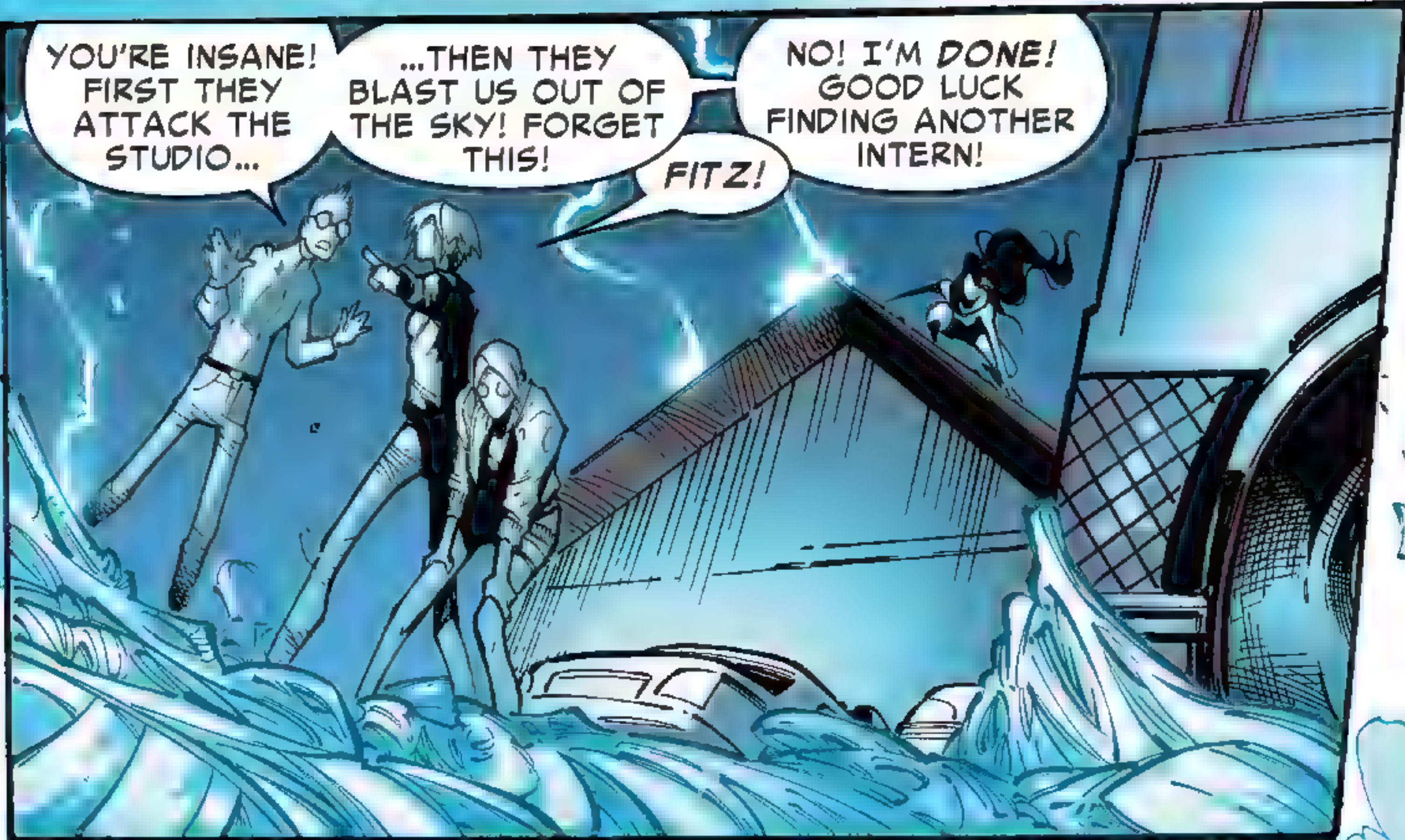
I TINKER!



YOU ALL RIGHT, MS. LONG?

YES, CADIE. IN FACT, THAT WAS INCREDIBLE!

FITZ, GRAB A CAMERA. WE HAVE TO KEEP FILMING!

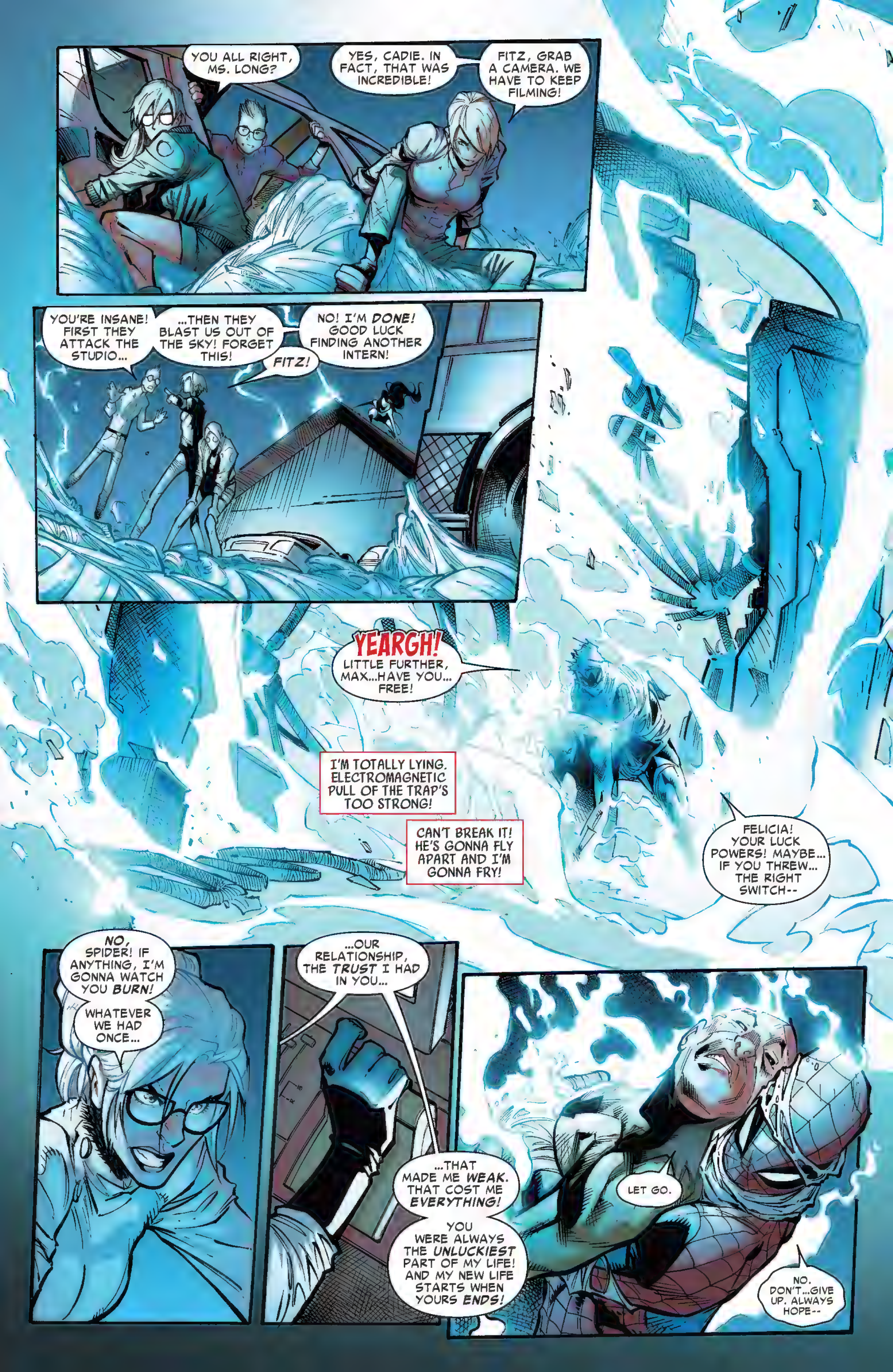


YOU'RE INSANE! FIRST THEY ATTACK THE STUDIO...

...THEN THEY BLAST US OUT OF THE SKY! FORGET THIS!

FITZ!

NO! I'M DONE! GOOD LUCK FINDING ANOTHER INTERN!



YEARGH!

LITTLE FURTHER, MAX...HAVE YOU... FREE!

I'M TOTALLY LYING. ELECTROMAGNETIC PULL OF THE TRAP'S TOO STRONG!

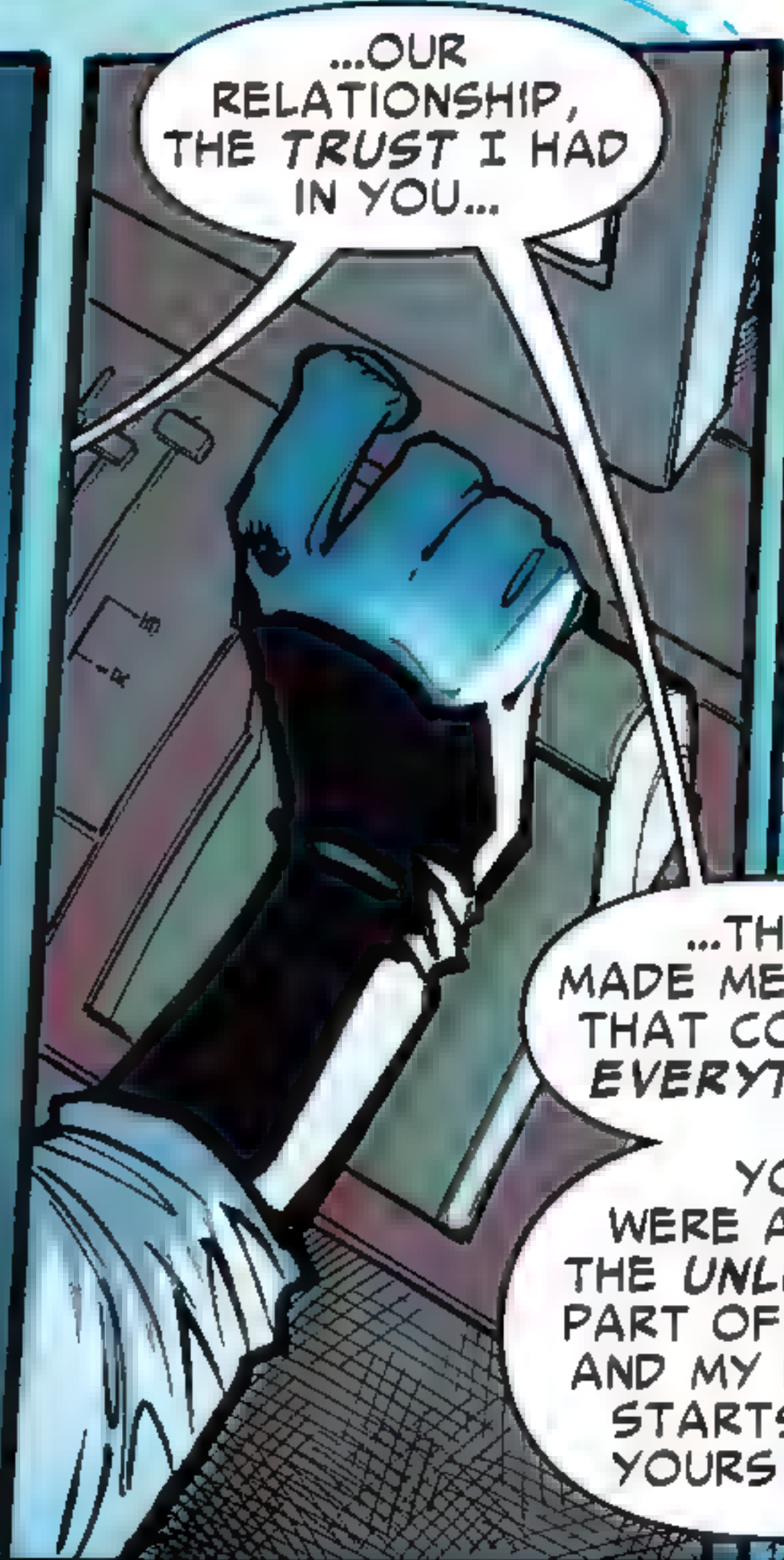
CAN'T BREAK IT! HE'S GONNA FLY APART AND I'M GONNA FRY!

FELICIA! YOUR LUCK POWERS! MAYBE... IF YOU THREW... THE RIGHT SWITCH--



NO, SPIDER! IF ANYTHING, I'M GONNA WATCH YOU BURN!

WHATEVER WE HAD ONCE...



...OUR RELATIONSHIP, THE TRUST I HAD IN YOU...

...THAT MADE ME WEAK. THAT COST ME EVERYTHING!

YOU WERE ALWAYS THE UNLUCKIEST PART OF MY LIFE! AND MY NEW LIFE STARTS WHEN YOURS ENDS!



LET GO.

NO. DON'T...GIVE UP. ALWAYS HOPE--



EVEN IF
IT'S JUST A
THREAD!

SPROINGG



SILK!

THANKS
FOR THE SAVE.
BUT WEB PUNS?
AT A TIME LIKE
THIS?

HEY. I
LEARNED FROM
WATCHING
YOU.

YOU KNOW YOU
LOOKED A LOT MORE
COMPETENT ON THOSE
OLD VHS TAPES I USED
TO WATCH.

THAT'S
TWICE NOW I
SAVED YOU.



LET'S GO FOR
THREE. CAN YOU
WEAVE US A WEB-
POD? WHATEVER
FELICIA DID,
THE DEVICE...

...IT'S ON
OVERLOAD.
IT'S GONNA
BLOW!

I KNOW.
ANNA GOT
EVERYONE ELSE
TO SAFETY.
BUT WHY...

WHY'D YOU
RISK EVERYTHING
FOR ONE OF
YOUR WORST
ENEMIES?



I DON'T
GET TO CHOOSE.
WITH GREAT
POWER--

--COMES
GREAT
RESPONSIBILITY.
YOU SAY THAT
A LOT.

TRUST ME,
IT'S NEVER
ENOUGH.

AN INSULATED
WEB-POD MIGHT
SAVE US. SO
SHOULD WE TRY TO
GET THE CAT-LADY
IN HERE TOO?



WITH THE
WAY HER LUCK'S
RUNNING? SHE'LL
BE JUST FINE.

GREAT.
LET'S SEE HOW
OURS HOLDS
OUT!

LITTLE
CRAMPED.

TRUST ME.
YOU GET USED
TO IT.





WE COME
TO THE RIGHT
SPOT?

THIS IS
WHERE SHE
SAID TO
GO.

THOUGHT
THIS WAS
THE EEL'S
PLACE.

THE SLIDE-A-WAY.

A SECRET GAMBLING PARLOR
ON THE LOWER EAST SIDE



"WAS" BEING
THE OPERATIVE
WORD, BOYS. I
TOOK IT FROM
HIM.

AND IF
ANY OF YOU
MEN WANT TO JOIN
ME IN MY NEW
ORGANIZATION...

...YOU'LL
GET TO TAKE
WHATEVER
YOU WANT,
TOO.

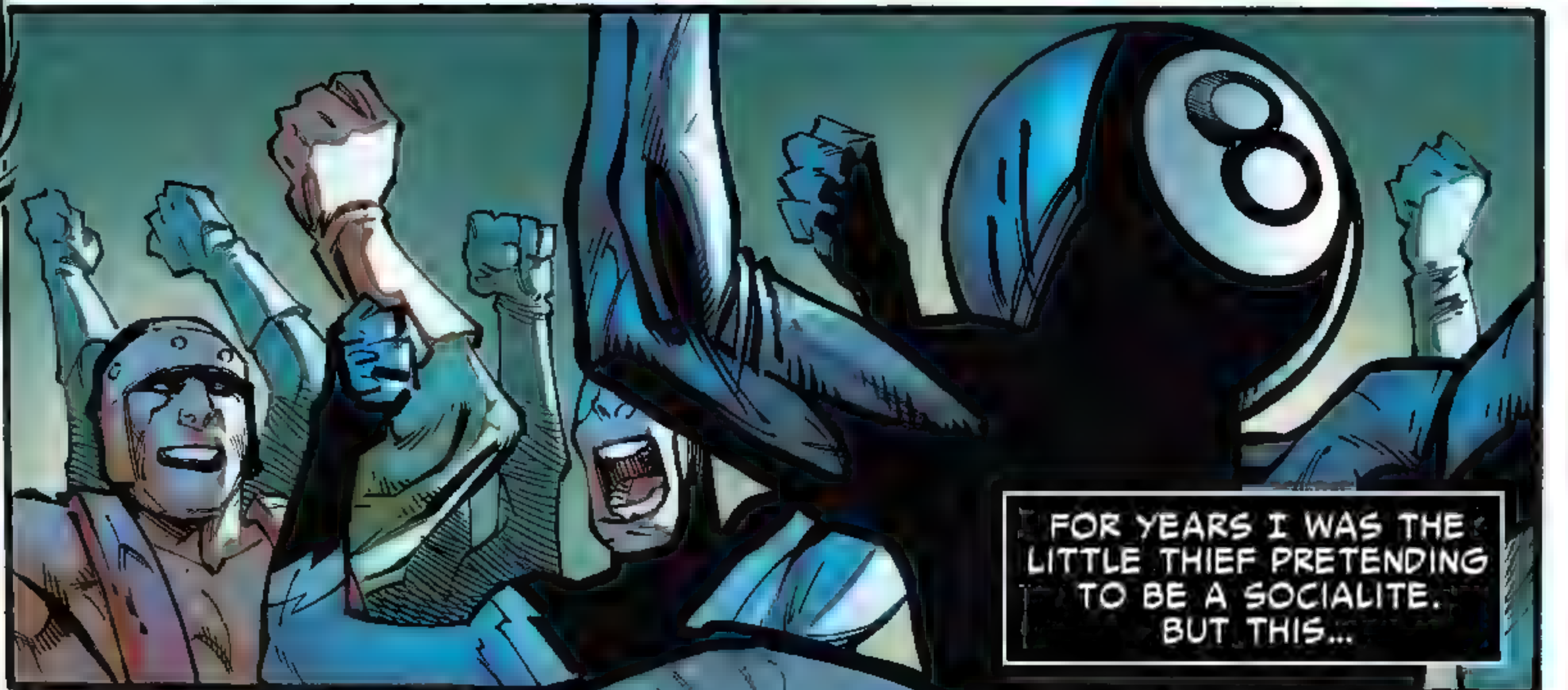


I THINK I CAN SPEAK
FOR THE REST. WE SAW
WHAT YA DID.

YOU MESSED
UP THE WEB-HEAD,
TOOK OUT ELECTRO,
AND...

...YOU STUCK
IT TO THE GUYS
WHO WERE TRYING TO
REBUILD THE SUPER-
PRISONS. NOT BAD,
LADY.

YEAH, WE'LL
GIVE YOU A
SHOT. RIGHT,
GUYS?



FOR YEARS I WAS THE
LITTLE THIEF PRETENDING
TO BE A SOCIALITE.
BUT THIS...

...THIS IS NEW. I'M DONE
PRETENDING. THIS CAT'S
GOING TO BE A QUEEN.

QUEEN OF THE
THIEVES. QUEEN OF
CRIME. QUEEN OF
THIS WHOLE TOWN!

AND NOTHING AND
NO ONE ARE GOING
TO GET IN MY WAY!





FINALLY.

BET THIS PLACE FELL APART WITHOUT ME...



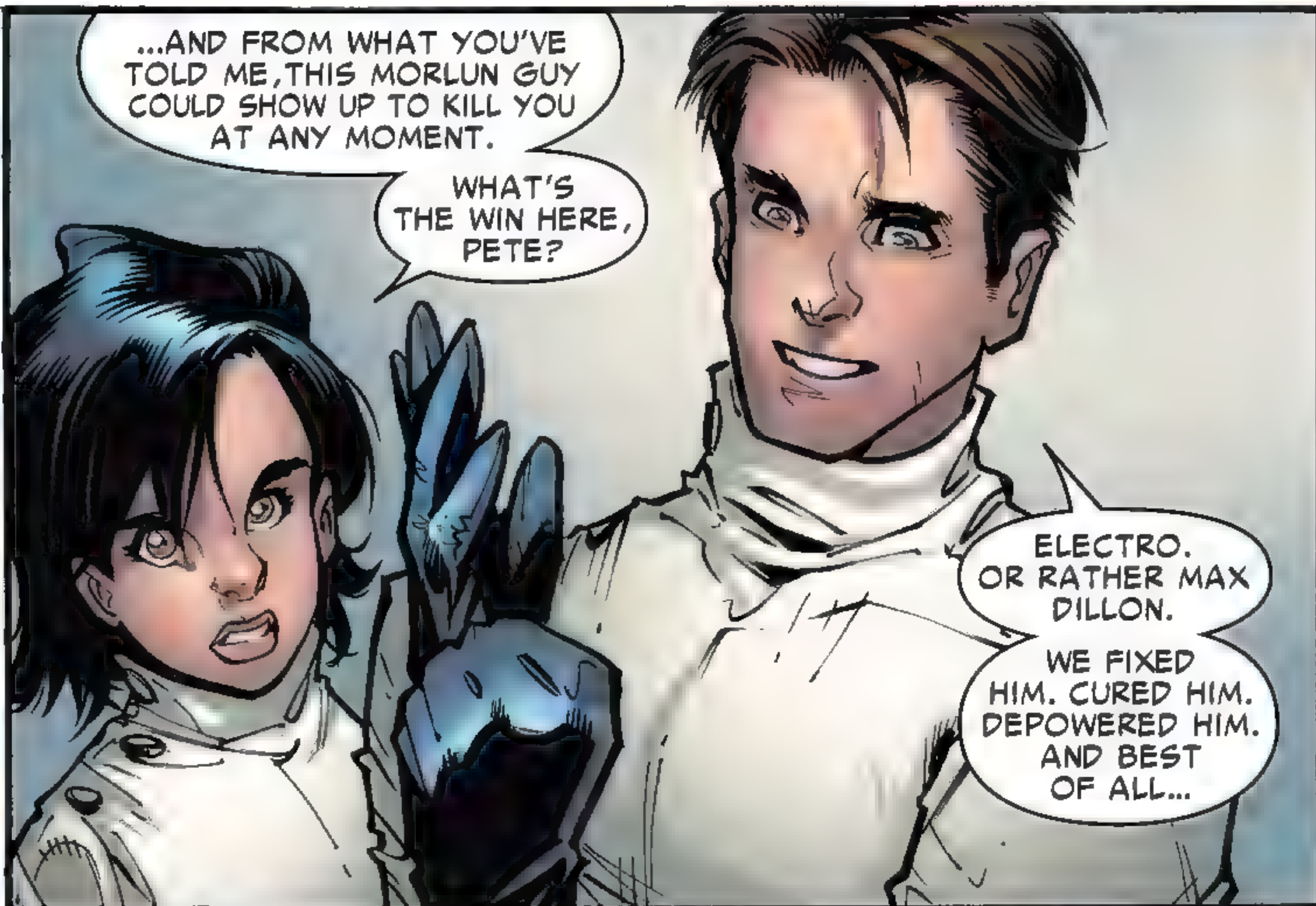
THAT WAS A DISASTER.

YOW!

SORRY. THESE BURNS ARE BAD.

IT'S OKAY. I HEAL FAST... AND IT WAS WORTH IT.

"WORTH IT"? THE BLACK CAT'S STILL OUT THERE. THE CITY'S MAD AT US...

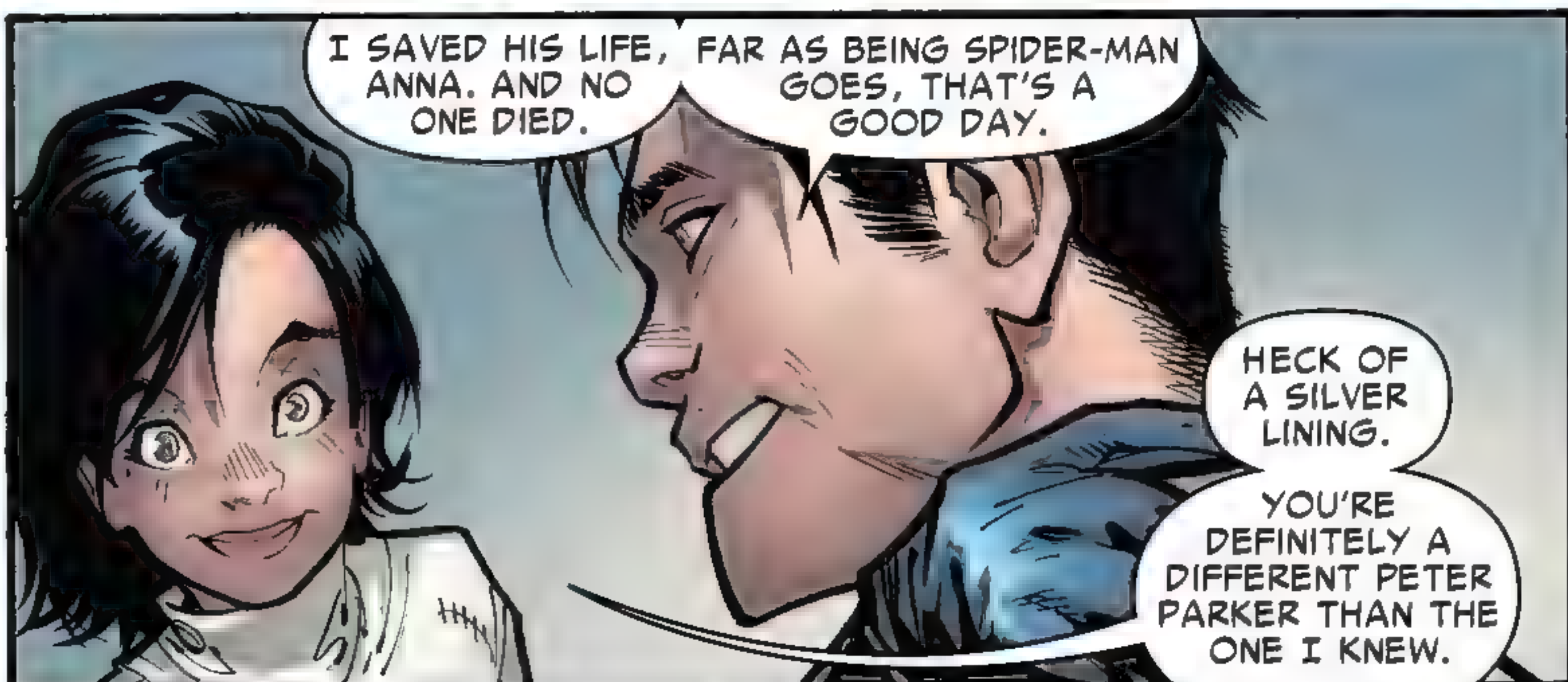


...AND FROM WHAT YOU'VE TOLD ME, THIS MORLUN GUY COULD SHOW UP TO KILL YOU AT ANY MOMENT.

WHAT'S THE WIN HERE, PETE?

ELECTRO. OR RATHER MAX DILLON.

WE FIXED HIM. CURED HIM. DEPOWERED HIM. AND BEST OF ALL...



I SAVED HIS LIFE, FAR AS BEING SPIDER-MAN GOES, THAT'S A GOOD DAY.

HECK OF A SILVER LINING.

YOU'RE DEFINITELY A DIFFERENT PETER PARKER THAN THE ONE I KNEW.



I SHOULD HOPE SO.

SURE, YOU'RE NOT AS SLICK OR AS SEXY AS THE OTHER ONE...

HEY!

...BUT YOU'RE A GOOD GUY. SOMEONE I'D BE PROUD TO CALL A FRIEND.

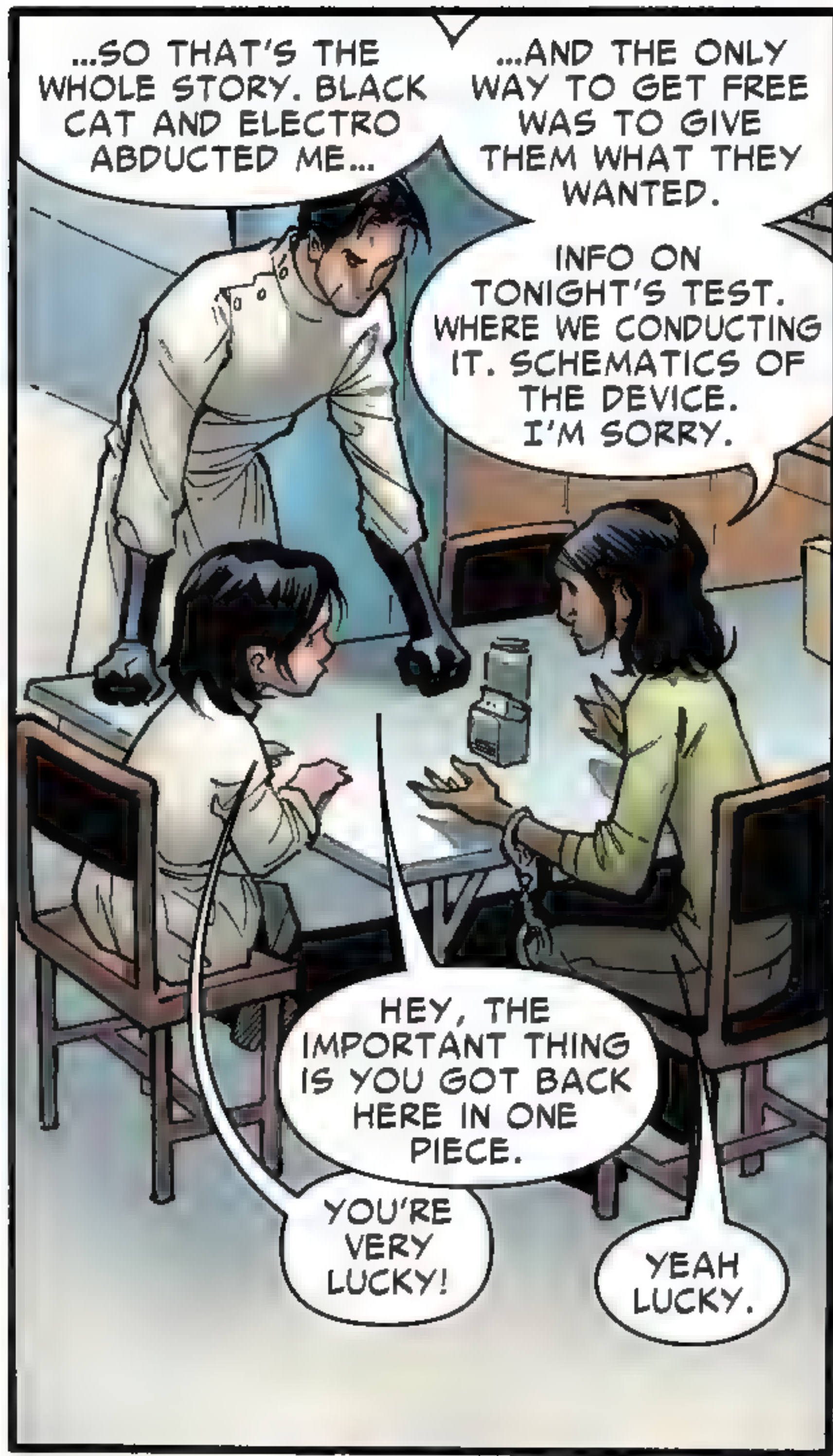


KNOCK KNOCK. TELL ME I'M NOT INTERRUPTING SOME TERRID LOVE SESSION.

SAJANI! WHERE'VE YOU BEEN?

AND... ARE THOSE HANDCUFFS?

THERE'S NO GETTING ANYTHING OVER ON YOU, HUH, PARKER?



...SO THAT'S THE WHOLE STORY. BLACK CAT AND ELECTRO ABDUCTED ME...

...AND THE ONLY WAY TO GET FREE WAS TO GIVE THEM WHAT THEY WANTED.

INFO ON TONIGHT'S TEST. WHERE WE CONDUCTING IT. SCHEMATICS OF THE DEVICE. I'M SORRY.

HEY, THE IMPORTANT THING IS YOU GOT BACK HERE IN ONE PIECE.

YOU'RE VERY LUCKY!

YEAH LUCKY.



YOU DON'T HAVE TO DO THIS, I WANT TO TELL YOU EVERYTHING.

WHAT? WHY?

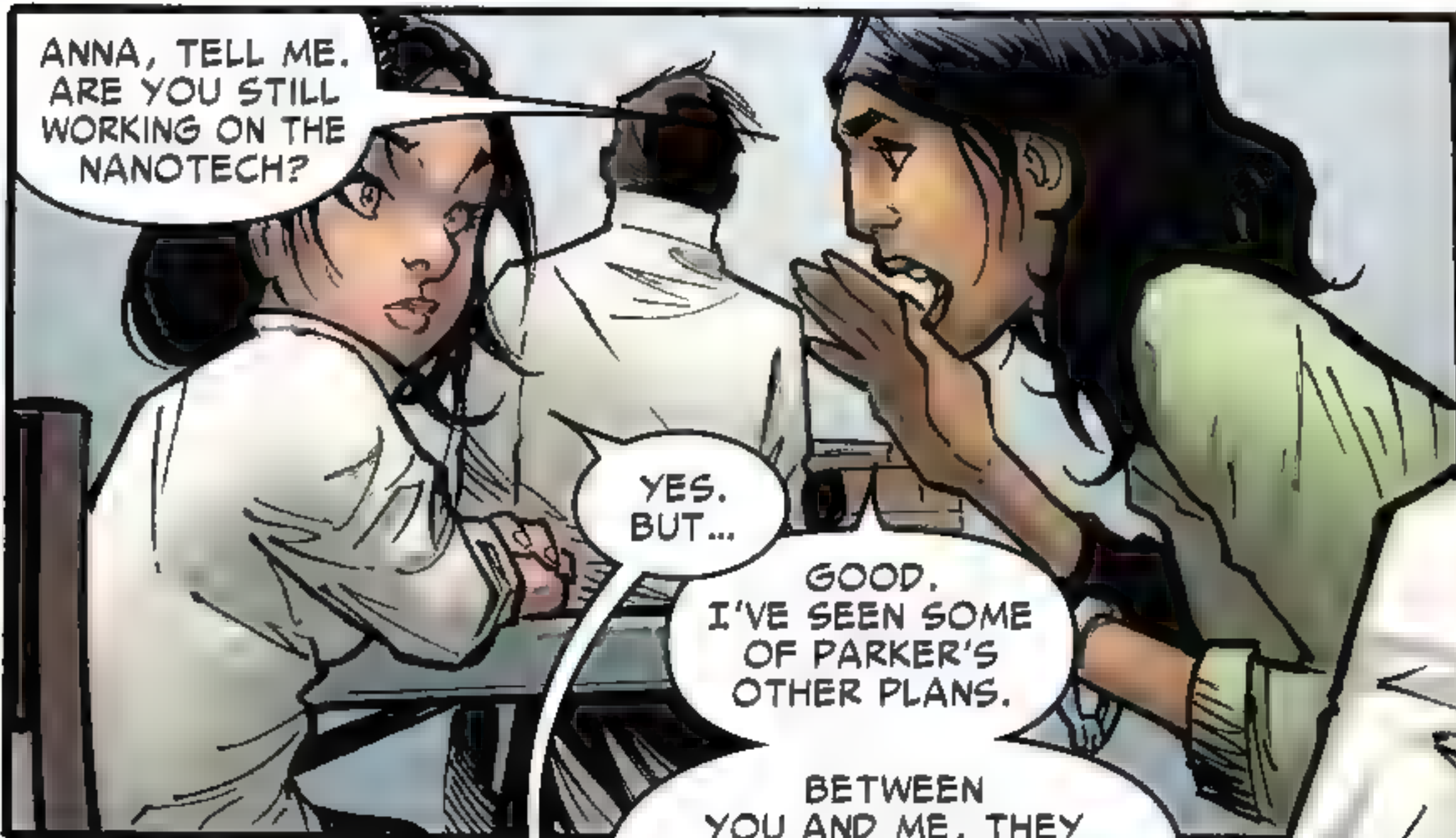
MY PARTNER'S AN IDIOT.



BUILDING TRAPS FOR SUPER VILLAINS? KNOW THE PROFIT MARGIN ON THAT?

WORST BUSINESS MODEL EVER.

LISTEN UP, I'LL TELL YOU EXACTLY HOW TO DESTROY IT.



ANNA, TELL ME. ARE YOU STILL WORKING ON THE NANOTECH?

YES. BUT...

GOOD. I'VE SEEN SOME OF PARKER'S OTHER PLANS.

BETWEEN YOU AND ME, THEY LOOK...PROBLEMATIC. WE'RE GOING TO NEED YOU. AS A BACKUP.

BUT PETER DOESN'T KNOW...

WE SHOULD PROBABLY KEEP IT THAT WAY.



TODAY WAS A BUMP IN THE ROAD, BUT I'M FEELING GOOD ABOUT ALL OF THIS.

ONE SUPER VILLAIN'S CURED. A ZILLION MORE TO GO.

I CAN DO THIS. I'VE GOT MY OWN COMPANY! ALL THESE RESOURCES. GOOD FRIENDS BY MY SIDE.

I CAN FEEL IT. WE'RE GONNA CHANGE THE WORLD! THIS IS GOING TO WORK!

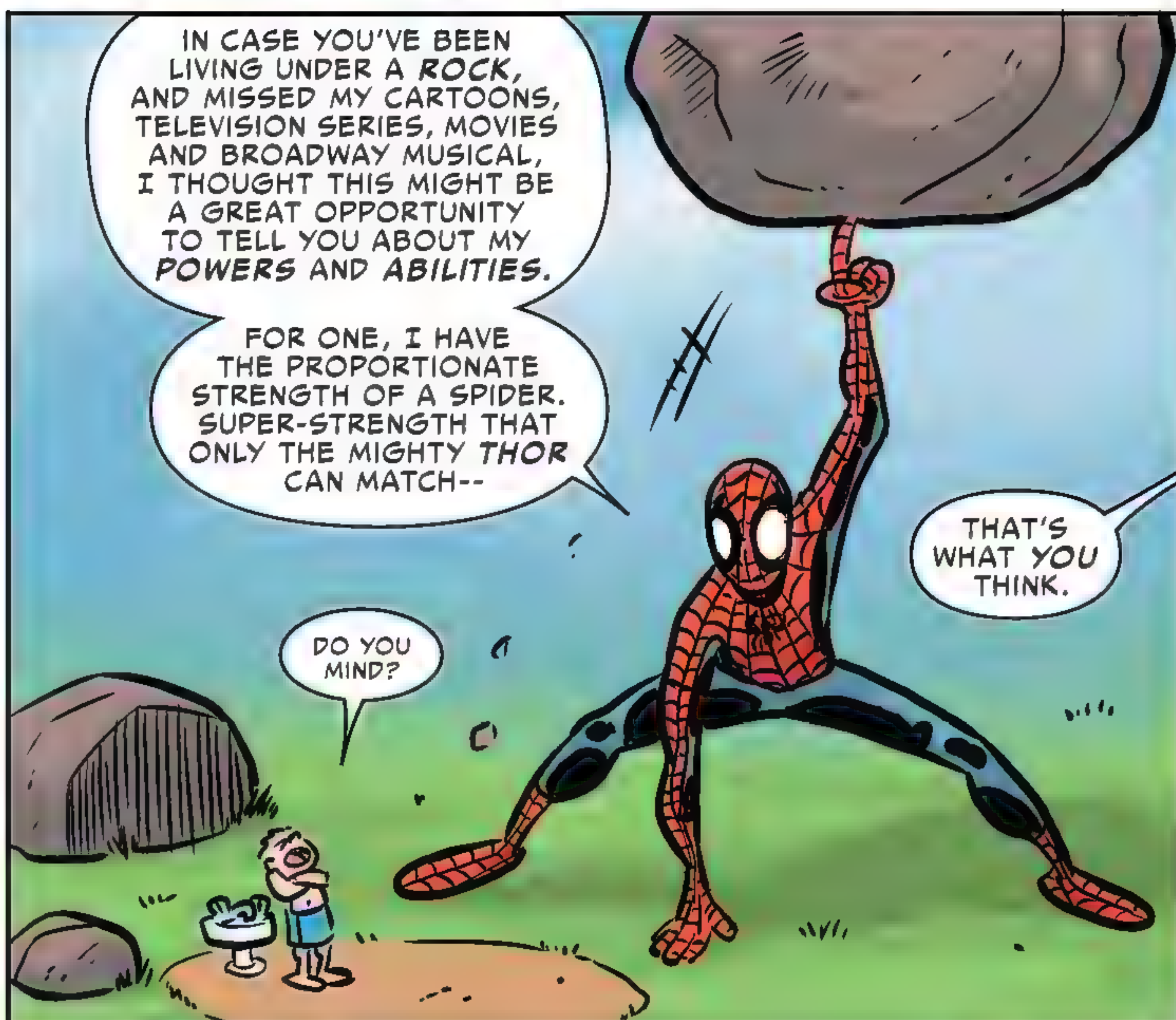
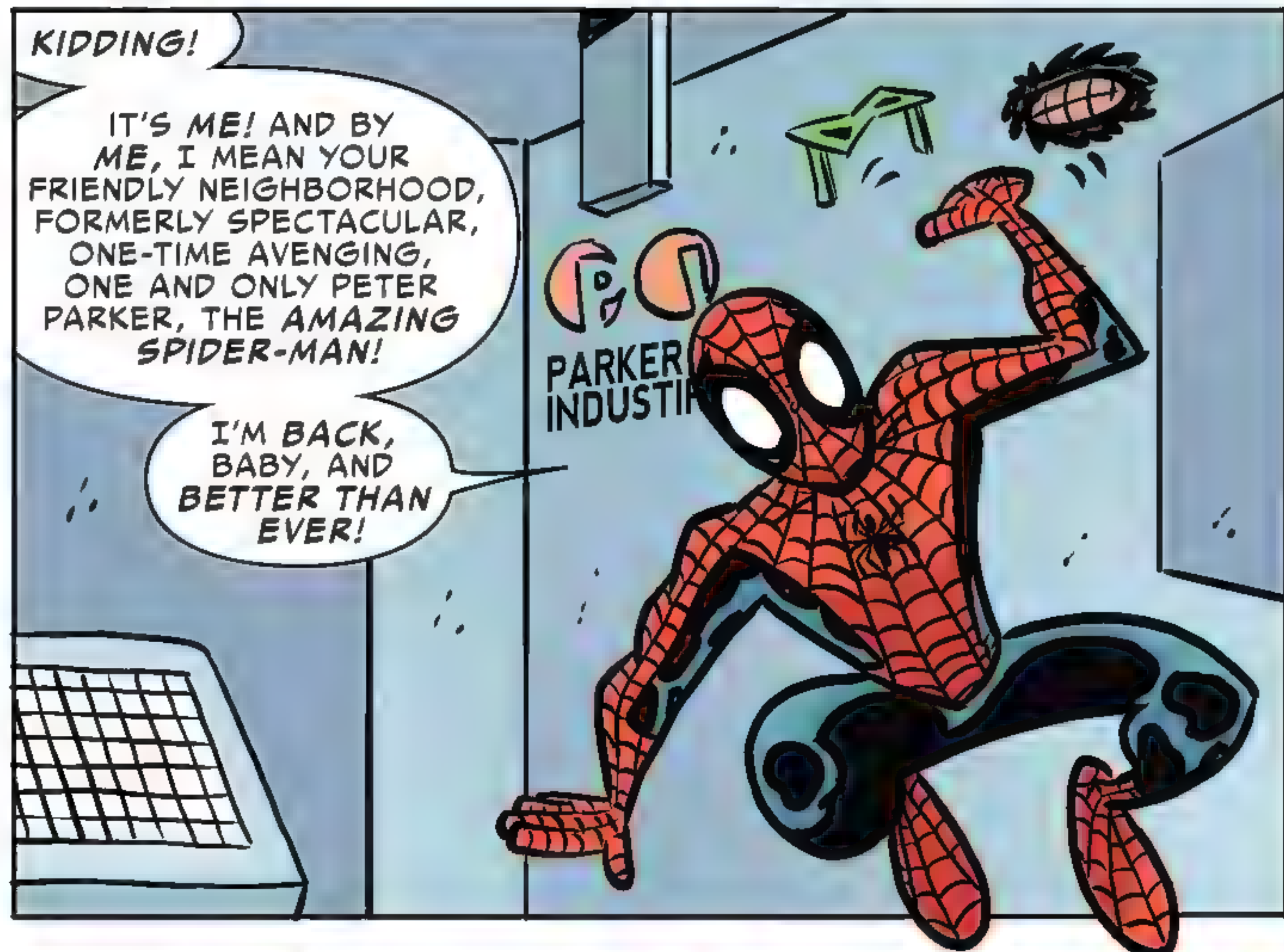
NEXT:
THIS MIGHT NOT WORK...

HOW MY STUFF WORKS

JOE CARAMAGNA
WRITER

CHRIS ELIOPOULOS
ARTIST

JIM CHARALAMPIDIS
COLORS





I ALSO HAVE A **SPIDER-SENSE** THAT LETS ME KNOW WHEN DANGER'S NEARBY. THE MORE JINGLE TO THE TINGLE, THE CLOSER I AM TO BEING **SQUASHED**.

DON'T WORRY, MY SUPERHUMAN **REFLEXES** GET ME OUT OF TROUBLE BEFORE THAT HAPPENS.

YOU'D THINK AN EARLY WARNING SYSTEM WOULD BE HELPFUL IN MY PERSONAL RELATIONSHIPS OR TO AVOID **GAME OF THRONES SPOILERS**, BUT IT DOESN'T WORK THAT WAY.

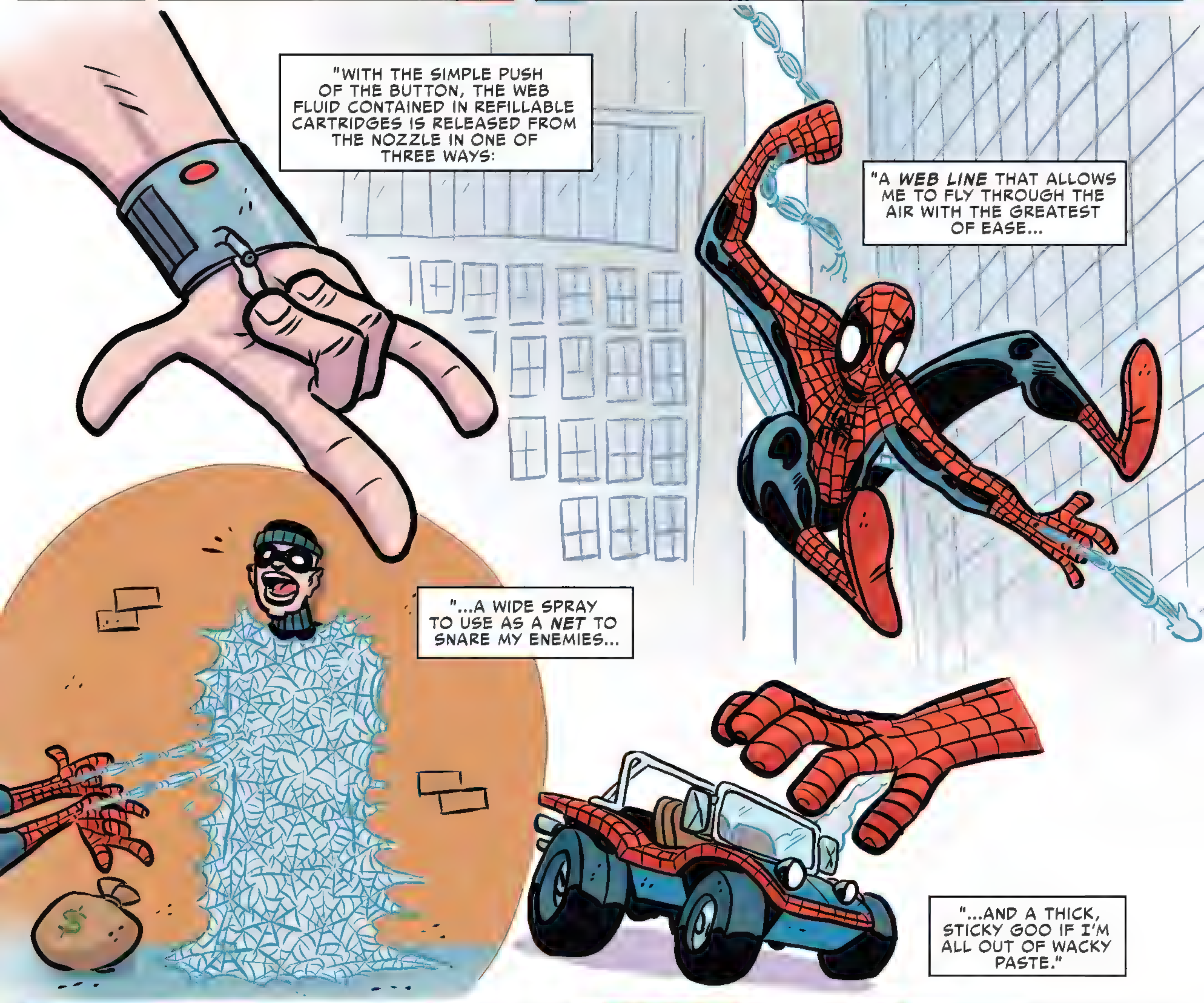


THERE WAS A BRIEF PERIOD OF TIME WHEN I SPUN ORGANIC WEBS FROM MY WRISTS, WHICH CREEPED PEOPLE OUT--

--CONSIDERING WHERE REAL SPIDERS SHOOT WEBS OUT OF, I DIDN'T THINK IT WAS SO BAD--

--BUT FOR MOST OF MY SPIDER-CAREER, I'VE USED THESE WEB-SHOOTERS--THE ONLY PART OF MY AMAZINGNESS THAT ISN'T NATURAL.

I BUILT THESE BEAUTIES MYSELF WAY BACK WHEN I WAS A HIGH SCHOOL SCIENCE PRODIGY. IMPRESSIVE, HUH?

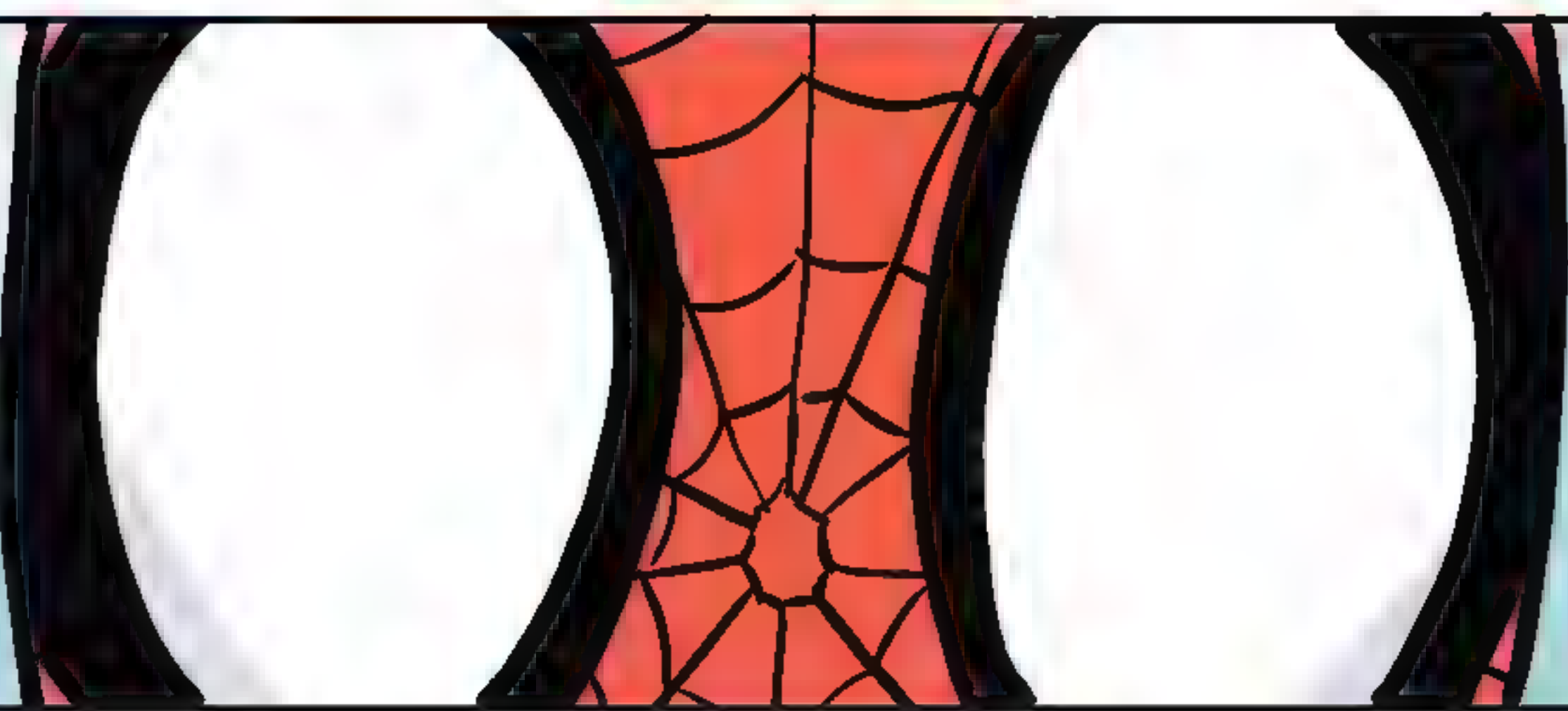


"WITH THE SIMPLE PUSH OF THE BUTTON, THE WEB FLUID CONTAINED IN REFILLABLE CARTRIDGES IS RELEASED FROM THE NOZZLE IN ONE OF THREE WAYS:

"A **WEB LINE** THAT ALLOWS ME TO FLY THROUGH THE AIR WITH THE GREATEST OF EASE...

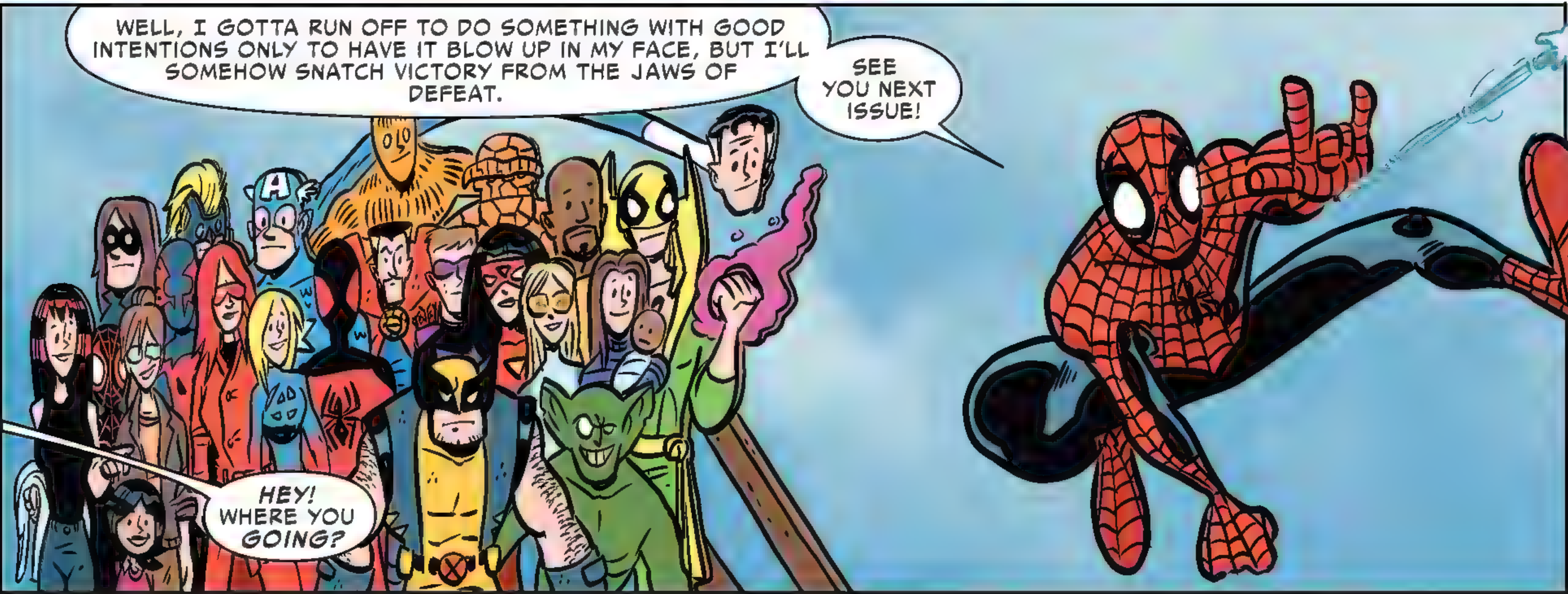
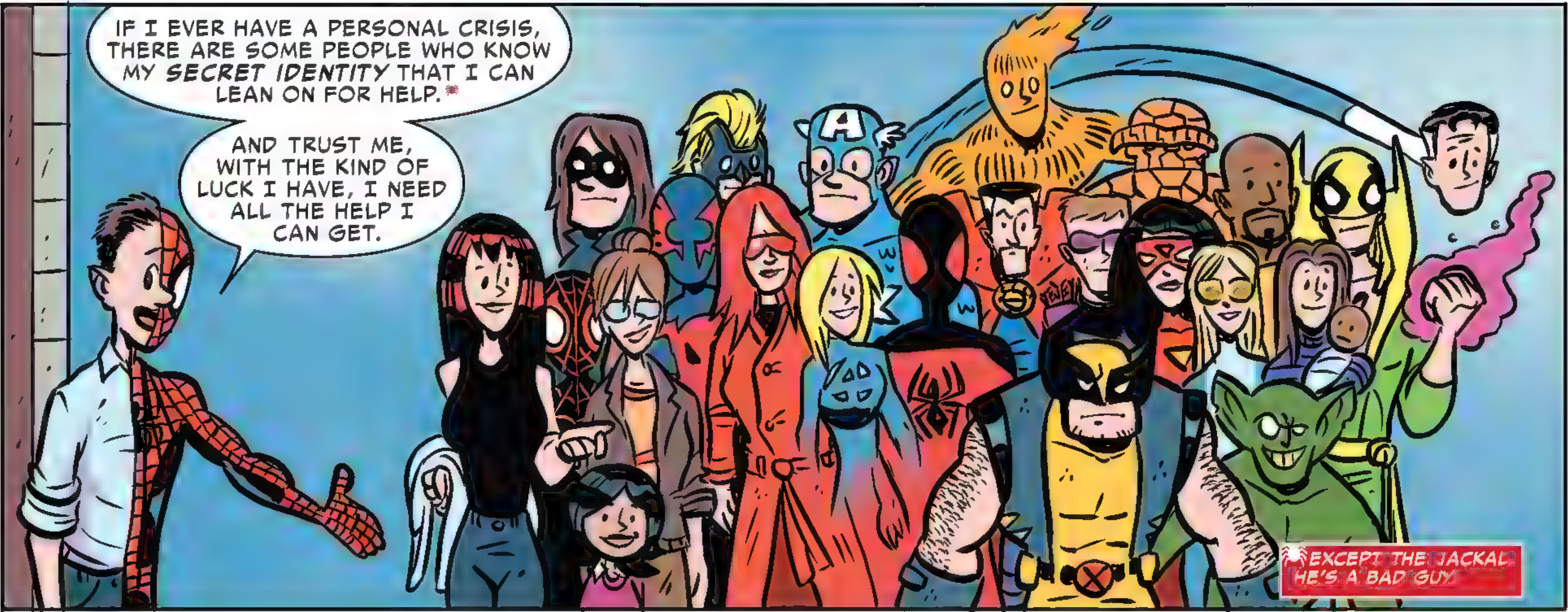
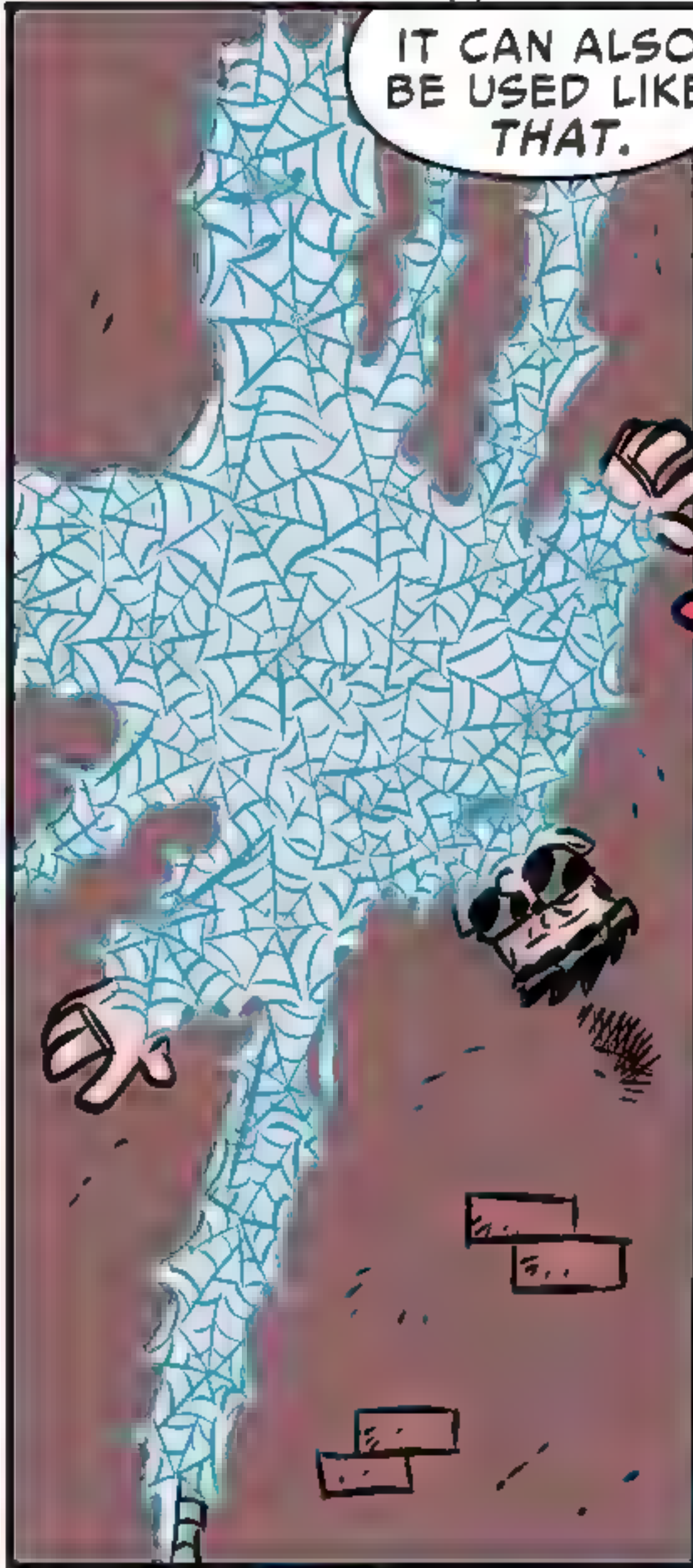
"...A WIDE **SPRAY** TO USE AS A **NET** TO SNARE MY ENEMIES...

"...AND A THICK, STICKY **GOO** IF I'M ALL OUT OF WACKY PASTE."



THE WEB-SHOOTER'S A SOPHISTICATED PIECE OF MACHINERY, BUT IT'S NO HARDER TO MASTER THAN MOST COMBO MOVES ON AN **XBOX CONTROLLER**.

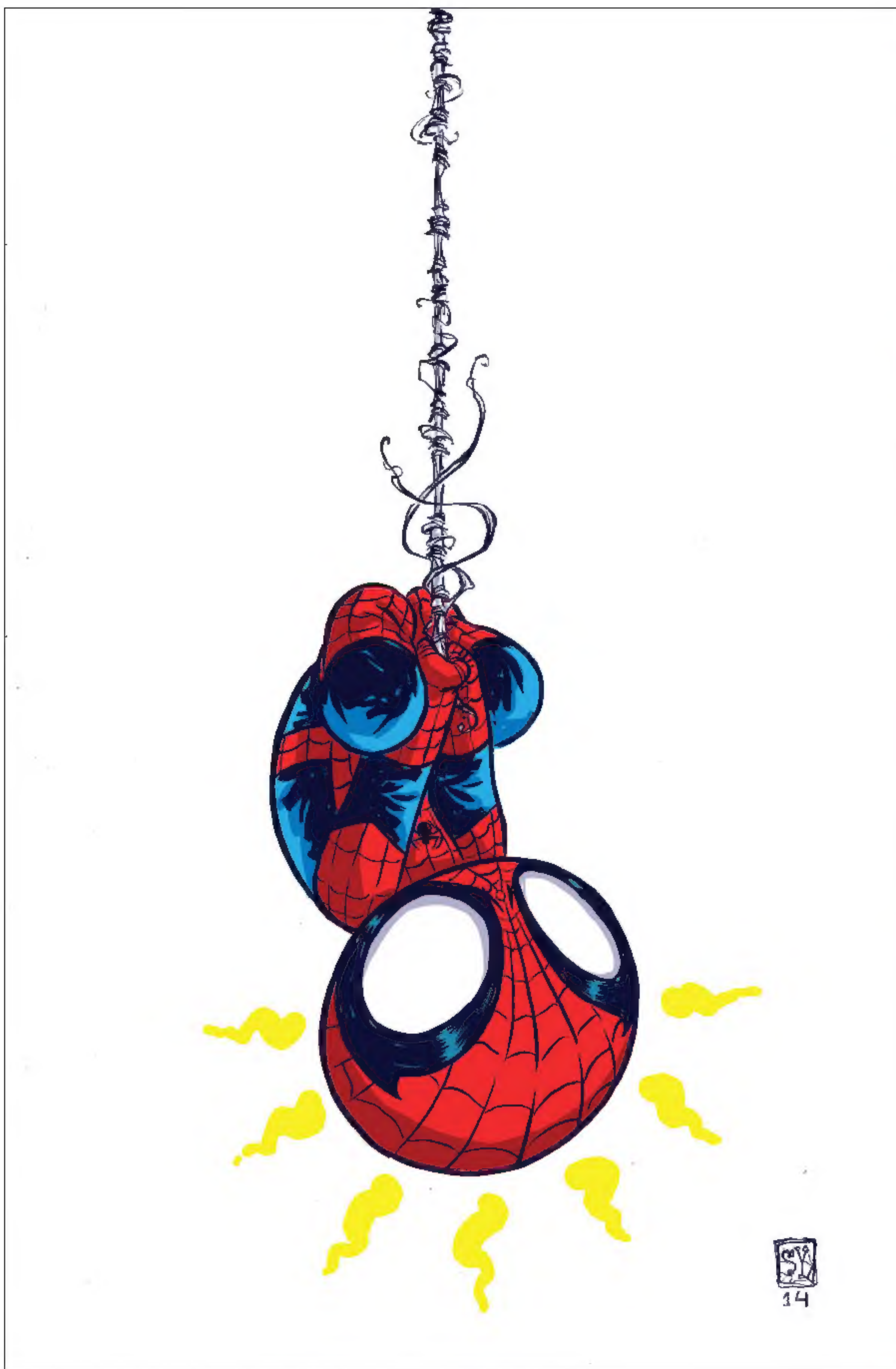
"SOPHISTICATED"? BAH!



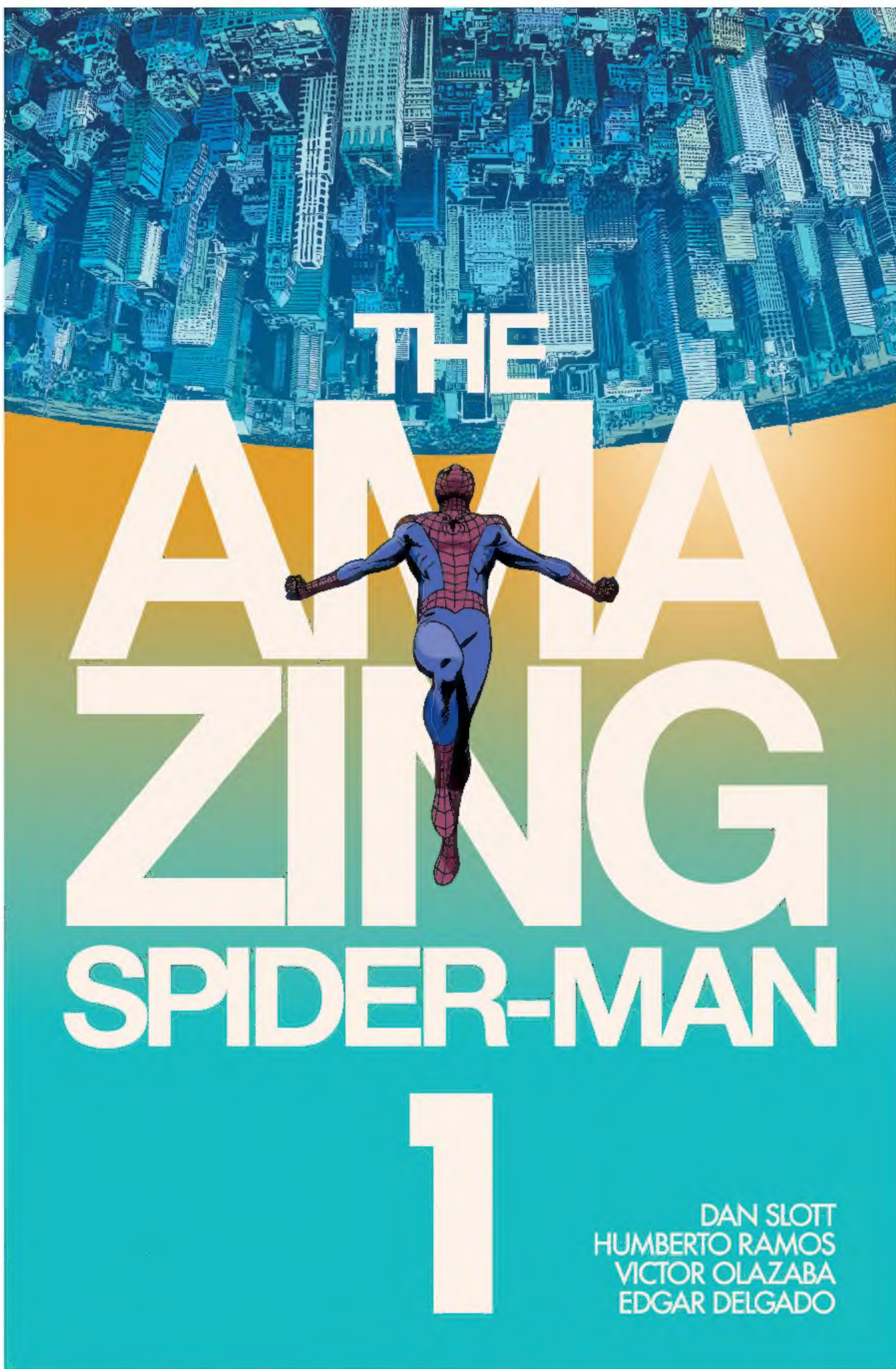




SUPERIOR SPIDER-MAN #31, AMAZING SPIDER-MAN #1 & SPIDER-MAN 2099 #1
COMBINED VARIANTS BY J. SCOTT CAMPBELL & NEI RUFFINO



#1 VARIANT BY SKOTTIE YOUNG



#1 VARIANT BY MARCOS MARTIN



#1 VARIANT BY ED MCGUINNESS



#2 VARIANT BY MIKE DEODATO & RAIN BEREDO



#1 VARIANT BY POP MHAN



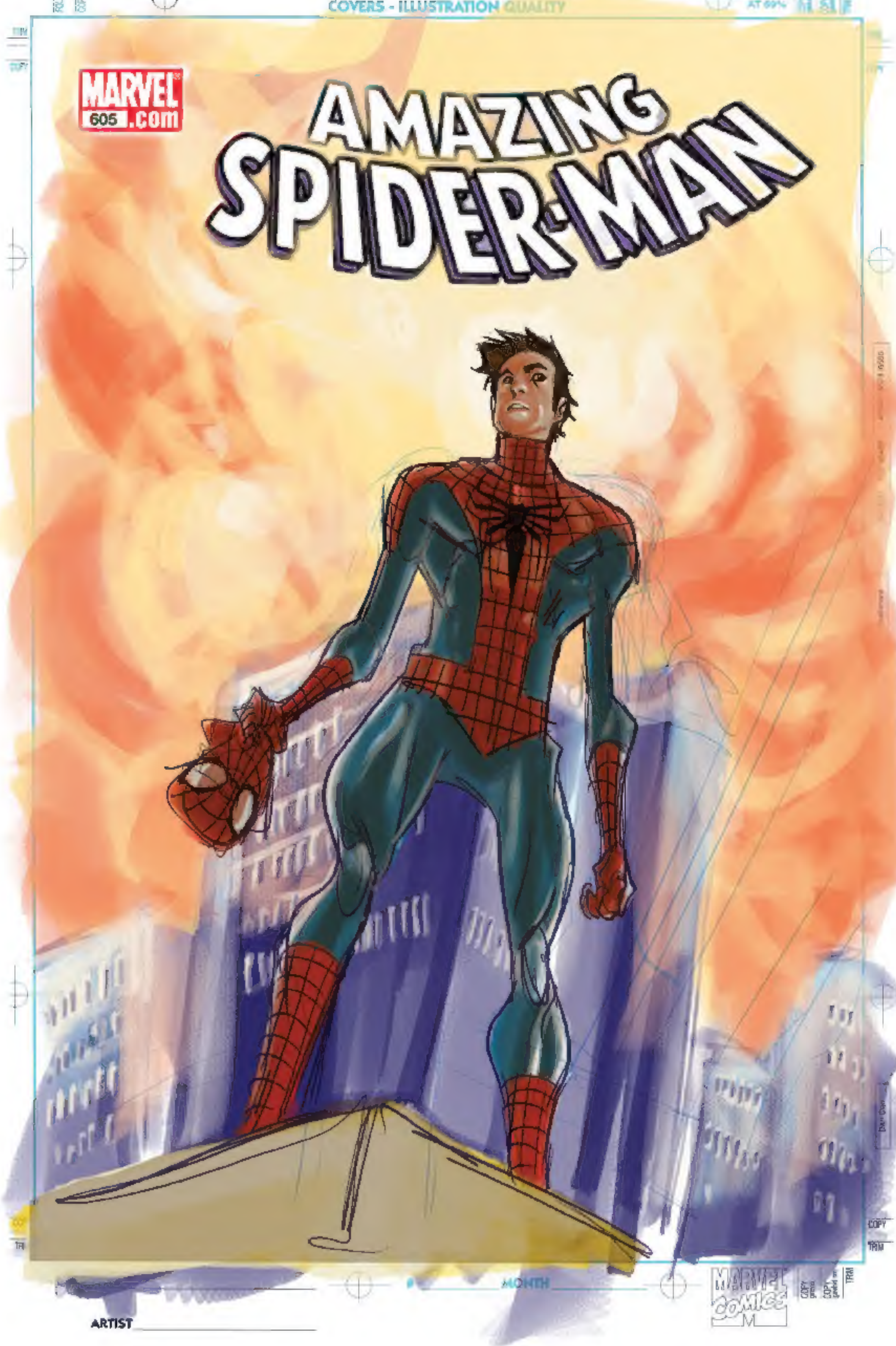
#1 VARIANT BY JEROME OPEÑA & MARTE GRACIA



#3 VARIANT BY TIM SALE & DAVE STEWART



#4 VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO



ELECTRICITY ALL OVER SPIDEY.



"Dan Slott and Humberto Ramos are masters in their respective fields, and they complement each other brilliantly."

— MajorSpoilers.com

THE GREATEST SUPER HERO OF ALL TIME RETURNS!

The world may have changed since the Amazing Spider-Man's been gone, but so has Peter Parker. This is a man with a second chance at life, and he's not wasting a moment of it. But his old foes are back, as well, re-energized, out of control and madder than ever — Electro and the Black Cat demand revenge! And as if dealing with them isn't enough, a new revelation rocks Spider-Man's world to its core: The radioactive spider that granted Peter his powers bit someone else, too! Who is Silk, and where has she been all these years? Find out as Peter Parker retakes his life, putting the "friendly" back in the neighborhood, the "hero" back in "super hero" — and the "amazing" back in "Spider-Man!"

Collecting *Amazing Spider-Man* (2014)
#1-6, written by Dan Slott and
illustrated by Humberto Ramos.



